

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



BRIGADE

Building Positive Experiences

Ref: BEL/AGM/NSEBSE/24082017

24th August, 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

NSE Scrip Symbol: BRIGADE/ BSE Scrip Code: 532929

Dear Sir/Madam,

Sub: Twenty Second Annual General Meeting Notice, E-voting facility & Record Date

This is to inform that the **Twenty Second Annual General Meeting** of the Company is scheduled on **Thursday, 21st September, 2017** at 10.30 a.m. at Sheraton Grand Bangalore Hotel, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560 055. The notice containing the business to be transacted is enclosed.

The Company is providing e-voting facility to shareholders for voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The instructions for e-voting are mentioned in the notice of the twenty second annual general meeting. The **cut -off date** for ascertaining the list of shareholders eligible to participate in the e-voting facility being offered in respect of the business to be transacted at the twenty second Annual General Meeting of the Company is **Thursday, 14th September, 2017**.

The Company has fixed **Thursday, 14th September, 2017** as the **Record Date** for determining the shareholders eligible for **Dividend** on Equity Shares, if declared at the ensuing Annual General Meeting of the Company for the financial year 2016-17. The dividend declared at the Annual General Meeting will be paid on or before 16th October, 2017.

The intimation is pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



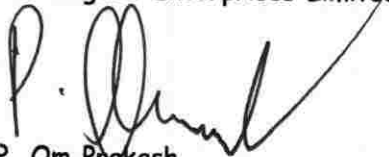
Brigade is **Ranked #1** in the Real Estate Industry.

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



BRIGADE
GROUP

For a better quality of life,
upgrade to Brigade

Notice

Notice is hereby given that the Twenty Second Annual General Meeting of the members of **Brigade Enterprises Limited** will be held on Thursday, 21st September, 2017 at 10.30 a.m. at Sheraton Grand Bangalore Hotel, Brigade Gateway Campus, 26/1, Dr.Rajkumar Road, Malleswaram-Rajajinagar, Bangalore – 560 055 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet 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:

“RESOLVED THAT the audited standalone financial statements of the Company including the Balance Sheet as at 31st March, 2017, 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 Auditors’ thereon and the audited consolidated financial statements of the Company including the Balance Sheet as at 31st March, 2017, the statement of profit and loss, the cash flow statement for the financial year ended 31st March, 2017, notes to financial statements, along with the auditors’ report thereon be and are hereby received, considered and adopted.”

2. To declare Dividend :

“RESOLVED THAT a final dividend of ₹ 2.50 per equity share (25%) i.e., including a special dividend of ₹ 0.50 per equity share of ₹ 10/- each fully paid up for the financial year 2016-17 be and is hereby approved and declared.”

3. To appoint a Director in place of Mr. M. R. Jaishankar (DIN: 00191267), who retires by rotation and being eligible, offers himself for re-appointment:

“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, for the time being in force), Mr. M. R. Jaishankar (DIN: 00191267), 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.”

4. To ratify the appointment of Statutory Auditors and in this regard 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 139 read with Rule 3 of the Companies (Audit and Auditors) Rules, and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Board, approval of the Shareholders be and is hereby accorded to ratify the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered

Accountants (ICAI Firm Registration No.101049W/E3000004) as Statutory Auditors of the Company from the conclusion of this Twenty Second Annual General Meeting until the conclusion of Twenty Third Annual General Meeting on such remuneration as may be recommended by the Audit Committee and finalized by the Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. M.R. Jaishankar (DIN: 00191267), as Chairman & Managing Director of the Company for a further period of Five Years with effect from 1st April, 2017 on a gross remuneration by way of upto ₹ 2 crores per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company.

RESOLVED FURTHER THAT the remuneration by way of salary, perquisites, allowances and commission shall not exceed 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013.”

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Ms. Githa Shankar (DIN: 01612882), as a Whole-time Director of the Company for a further period of Five Years with effect from 1st April, 2017 on a gross remuneration by way of upto ₹ 1.50 crores per annum the details of which are provided in the explanatory statement attached to the notice and commission as a percentage of net profits based on the performance of the Company.

RESOLVED FURTHER THAT the remuneration by way of salary, perquisites, allowances and commission shall not exceed 5% of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate based on the recommendation of the Nomination & Remuneration Committee, provided that such variation or increase as the case may be is within the overall limits specified in Schedule V & the relevant provisions of the Companies Act, 2013.”

7. 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 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, for the time being in force), payment of remuneration not exceeding ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand) apart from applicable taxes and out of pocket expenses to Messrs GNV & Associates, Cost Accountants (Firm Regn No.000150), appointed as Cost Auditors by the Board of Directors of the Company for conducting cost audit for the financial year 2016-17 (1st April 2016 to 31st March, 2017) be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary 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.”

8. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (hereinafter referred to as “Regulations”) or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement an ‘Brigade Employee Stock Option Plan 2017’ (‘ESOP 2017’ or ‘the Scheme’ or ‘the Plan’), and to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of such permanent employees of the Company and

Directors of the Company (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/ Promoter Group Directors) who may or may not be Members of the Company, as may be decided by the Board, Options under ESOP 2017 exercisable or convertible into equity shares (hereinafter referred to as ‘the securities’) of the Company not exceeding in the aggregate 5% of the issued, subscribed and paid-up capital of the Company as on March 31, 2017 i.e., up to 56,83,237 (fifty six lakhs eight three thousand two hundred and thirty seven) equity shares of Rs. 10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT,

- a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/ schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;
- b) the securities shall be allotted in accordance with the scheme directly to the employees;
- c) any new equity shares to be issued and allotted upon exercise of options from time to time under ESOP 2017 shall rank *pari passu inter-se* in all respects with the then existing equity shares of the Company;
- d) the Board be and is hereby authorised to take requisite steps for listing of the securities allotted under ESOP 2017 on the Stock Exchanges where the securities of the Company are listed; and
- e) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- f) any of the Directors and Company Secretary of the Company be and are hereby severally authorised to take the necessary steps for listing the securities under the Plan on the Stock Exchanges where the existing securities of the Company are listed as per Act and/or Regulations.”

9. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules 2014 and the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (hereinafter referred to as “Regulations”) or any statutory modification(s) or re-enactment of the Act, the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination & Remuneration Committee or any other Committee of the Board), to introduce and implement an ‘Brigade Employee Stock Option Plan 2017’ (‘ESOP 2017’ or ‘the Scheme’ or ‘the Plan’), and to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of such permanent employees of subsidiaries of the Company and Directors of subsidiaries of the Company (Executive Directors and Non-Executive Directors but excluding Independent Directors, Promoters/Promoter Group Directors) who may or may not be Members of the Company, as may be decided by the Board, Options under ESOP 2017 exercisable or convertible into equity shares (hereinafter referred to as ‘the securities’) of the Company not exceeding in the aggregate 5% of the issued, subscribed and paid-up capital of the Company as on March 31, 2017 i.e., up to 56,83,237 (fifty six lakhs eight three thousand two hundred and thirty seven) equity shares of Rs. 10/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be applicable from time to time), at such price and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and Regulations or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT,

- a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period/schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme;
- b) the securities shall be allotted in accordance with the scheme directly to the employees.
- c) any new equity shares to be issued and allotted upon exercise of options from time to time under ESOP 2017 shall rank *pari passu inter-se* in all respects with the then existing equity shares of the Company;
- d) the Board be and is hereby authorised to take requisite steps for listing of the securities allotted under ESOP 2017 on the Stock Exchanges where the securities of the Company are listed; and
- e) for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- f) any of the Directors and Company Secretary be and are hereby severally authorised to take the necessary steps for listing the securities under the Plan on the Stock Exchanges where the existing securities of the Company are listed as per Act and/or Regulations.”

Place: Bangalore
Date: 8th August, 2017

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

P. Om Prakash
Company Secretary & Compliance Officer

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus.
Dr. Rajkumar Road,
Malleswaram-Rajajinagar,
Bangalore – 560055.
CIN: L85110KA1995PLC019126

NOTES:

1. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as proxy for any other

- Member.
3. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of corporates, limited liability partnerships, societies etc., must be supported by an appropriate resolution/authority, as applicable.
 4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
 5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
 6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
 7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
 8. The Company has fixed Thursday, 14th September, 2017 as Record Date for determining the members eligible for Dividend on Equity Shares, if declared at the Annual General Meeting.
 9. Subject to the 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 16th October, 2017 to those members whose names appear in the Register of Members on the Record Date.
 10. Members whose Shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members holding Shares in physical form are requested to advise any change of address or bank details immediately to our Registrars and Transfer Agent, Karvy Computershare Private Limited. Members are also encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
 11. Members are requested to send all communications relating to Shares including dividend matters to our Registrar and Share Transfer Agents at the following address:

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot no.31 & 32, Financial District
Nanakramguda, Serilingampally Mandal, Hyderabad – 500032
Ph No.: +91 40 6716 1500, Fax No.: 040 23420814
Email: raju.sv@karvy.com
 12. Members are requested to note that the dividends not encashed or claimed within 7 (seven) years from the date of transfer to the Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund. The details of the unclaimed dividend of the earlier years are available on our website www.brigadegroup.com. Members who haven't encashed or claimed the dividend for the earlier years are requested to approach the Company/Registrar & Transfer Agents at the earliest.
 13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their email addresses with their Depository Participants are requested to register their email address so that they can receive the Annual Report and other communication from the Company electronically. Members who wish to receive a physical copy of the Annual Report may write to the Company Secretary at the registered office or send an email to investors@brigadegroup.com. The Annual Report can also be downloaded from the investors section of the Company's website www.brigadegroup.com.
 14. Copies of the Annual Report 2017 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
 15. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished and forms a part of the Notice. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.
 16. The certificate of the Statutory Auditors of the Company certifying that the 'Brigade Employee Stock Option Plan 2011' is being implemented in accordance with the Securities and Exchange Board of India Regulations will be available for inspection at the Annual General Meeting.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding Shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding Shares in physical form shall submit their PAN details to the Registrar & Transfer Agents/Company.
 18. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
 19. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory to extend to the Members of the Company, the facility to vote at the Annual General Meeting (AGM) by electronic means. Members of the Company can

transact all the items of the business through electronic voting system as contained in the Notice of the Meeting.

20. The Company has appointed Mr. Rajshekar, Practising Company Secretary (CP No.:2468), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three (3) working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, if any, to the Chairman of the Company. The result of the same will be disclosed at the Annual General Meeting proceedings. The e-voting results will also be uploaded in the website of the Company (www.brigadegroup.com).
21. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is published in the Annual Report of the Company.
22. The Company has entered into an agreement with Karvy Computershare Private Limited (Karvy) for facilitating e-voting for the Annual General Meeting. The instructions for e-voting are as follows:

INSTRUCTIONS FOR E-VOTING:

A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. **User ID and Password** as provided separately). Your DP ID-Client ID / Folio No. will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your 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 "EVENT" i.e., Brigade Enterprises Limited.
- 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder 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. Shareholders holding multiple demat accounts/folios shall choose the voting process separately for each demat accounts/folios.
- 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 confirm, 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 required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: rajaarathi.cs@gmail.com with a copy marked to evoting@karvy.com and investors@brigadegroup.com. The scanned image of the abovementioned documents should be in the naming format "Brigade Enterprises Limited, 22nd Annual General Meeting".
- xiii. The e-voting period commences on Monday, 18th September, 2017 at 9.00 a.m. to Wednesday, 20th September, 2017 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 14th September, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.

B. In case of Members receiving physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s) / Company]:

- i. User ID and initial password as provided separately along with the Notice.
- ii. Please follow all steps from Si. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.5:

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members re-appointed of Mr. M.R. Jaishankar (DIN: 00191267) as Chairman & Managing Director of the Company for a period of 5 years with effect from 1st April, 2017.

An abstract of the terms of re-appointment are as follows:

1. Duties and Powers

- a) Mr. M R Jaishankar, Chairman and Managing Director of the Company shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.
- b) The Chairman & Managing Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c) He shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From 1st April 2017 to 31st March 2022.

3. Remuneration

a. Basic Salary

Basic Salary up to of ₹ 6,00,000/- p.m. (rupees six lakhs only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b. Perquisites

- (I) In Addition to the salary, Mr. M R Jaishankar shall be entitled to perquisites such as:
 - i. Furnished accommodation, with expenditure on gas, electricity, water and maintenance and repairs thereof or, House Rent Allowance and house maintenance allowance with expenditure on gas, electricity, water and furnishings.
 - ii. Leave Travel Allowance for self and family.

- iii. Medical Reimbursement: Expenses incurred by the Managing Director and his family will be subject to ceiling of one month's salary.

iv. Club Fees

And such other perquisites and allowances in accordance with the rules of the Company and as may be agreed by the Board of Directors and Mr. M R Jaishankar; and such perquisites and allowances will be subject to overall ceiling as may be fixed by the Board of Directors from time to time based on the recommendation of the Nomination & Remuneration Committee

- (2) Company maintained Car with Driver for official and personal use.
- (3) Telecommunication & Internet facilities at residence
- (4) Contribution of Provident Fund and Gratuity; The Chairman & Managing Director will be eligible to the benefit of contribution to Provident Fund & Gratuity, based on the policy of the Company.
- (5) Leave and encashment of unavailed leave as per the rules of the Company.
- (6) Other Benefits: Such as servant allowance, entertainment expenses etc., as applicable from time to time as per the Company's rules.

c. Commission

Such remuneration by way of Commission, in addition to salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of the each financial year based on the recommendation of the Nomination & Remuneration Committee. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors.

d. Termination:

The appointment will be for a period of five years, which may be terminated by either party giving to the other 90 days notice in writing.

Mr. M. R. Jaishankar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written understanding setting out the terms of re-appointment of Mr. M. R. Jaishankar under Section 190 of the Companies Act, 2013.

Mr. M. R. Jaishankar is interested in the resolution set out at Item No. 5 of the Notice. Ms. Githa Shankar Whole-time Director of the Company, being related to Mr. M. R. Jaishankar, may be deemed to be interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Mr. M. R. Jaishankar may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

Item No.6:

The Board of Directors of the Company based on recommendation of Nomination and Remuneration Committee has subject to the approval of the members re-appointed of Ms. Githa Shankar (DIN: 01612882) as a Whole-time Director of the Company for a period of 5 years with effect from 1st April, 2017.

An abstract of the terms of re-appointment are as follows:

1. Duties and Powers

- a. Ms. Githa Shankar, Whole-time Director of the Company shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or committee of such a Company.
- b. The Whole-time Director shall discharge the duties laid down under Section 166 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.
- c. The Whole-time Director shall duly abide by the Code of Conduct laid down by the Company.

2. Period of Appointment: From 1st April 2017 to 31st March 2022.

3. Remuneration

a. Basic Salary

Basic Salary up to of ₹ 5,00,000/- p.m. (rupees five lakhs only), with authority to the Board to fix the salary within the said maximum amount from time to time. The annual increments shall be effective as may be decided by the Board based on the recommendation of the Nomination & Remuneration Committee and will be merit based and take into account the Company's performance.

b. Perquisites

- (1) In Addition to the salary, Ms. Githa Shankar shall be entitled to perquisites such as:

- i. Furnished accommodation, with expenditure on gas, electricity, water and maintenance and repairs thereof or, House Rent Allowance and house maintenance allowance with expenditure on gas, electricity, water and furnishings.

- ii. Leave Travel Allowance for self and family.

Medical Reimbursement: Expenses incurred by the Whole-time Director and her family will be subject to ceiling of one month's salary.

- iii. Club Fees

And such other perquisites and allowances in accordance with the rules of the Company and as may be agreed by the Board of Directors and Ms. Githa Shankar; and such perquisites and allowances will be subject to overall ceiling as may be fixed by the Board of Directors from time to time based on the recommendation of the Nomination & Remuneration Committee

- (2) Company maintained Car with Driver for official and personal use.

- (3) Telecommunication & Internet facilities at residence

- (4) Contribution of Provident Fund and Gratuity; The Whole-time Director will be eligible to the benefit of contribution to Provident Fund & Gratuity, based on the policy of the Company.

- (5) Leave and encashment of unavailed leave as per the rules of the Company.

- (6) Other Benefits: Such as servant allowance, entertainment expenses etc. as applicable from time to time as per the Company's rules.

c. Commission

Such remuneration by way of Commission, in addition to salary and perquisites, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of the each financial year based on the recommendation of the Nomination & Remuneration Committee. The exact amount payable will be decided by the Board of Directors based on certain performance criteria and shall be payable only after the Annual Accounts of the Company have been approved by the Board of Directors.

d. Termination:

The appointment will be for a period of five years, which may be terminated by either party giving to the other 90 days notice in writing.

Ms. Githa Shankar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out in Section 196(3) of the Companies Act, 2013 for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The above may be treated as a written understanding setting out the terms of re-appointment of Ms. Githa Shankar under Section 190 of the Companies Act, 2013.

Ms. Githa Shankar is interested in the resolution set out at Item No. 6 of the Notice. Mr. M. R. Jaishankar, Chairman & Managing of the Company, being related to Ms. Githa Shankar may be deemed to be interested in the resolution set out at Item No. 6 of the Notice.

The other relatives of Ms. Githa Shankar may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

Except as mentioned above none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested either financially or otherwise in the Resolution.

Item No. 7:

The provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 mandates the Company to get its cost records audited every year. The Board of Directors, based on the recommendation of the Audit Committee, have appointed M/s. GNV & Associates, Cost Accountants (Firm Registration No: 000150) as the Cost Auditors of the Company for the financial year 2016-17 at a remuneration of ₹ 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) apart from applicable taxes and out of pocket expenses, if any.

Ratification of remuneration payable to Cost Auditors needs to be done by the Shareholders of the Company in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. Due to which consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are interested, financial or otherwise, if any in the Resolution No. 7 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

Item No. 8 & 9:

The Company proposes to introduce a new Employee Stock Option Plan (hereinafter referred to as the "ESOP 2017") for the benefit of permanent employees of the Company and its subsidiary companies and its Directors, this plan is titled "Brigade Employee Stock Option Plan 2017".

The Board of Directors at their meeting held on 8th August, 2017 approved the "Brigade Employee Stock Option Plan 2017" subject to the approval of the Members and pursuant to the Companies Act, 2013 and the Securities and

Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.

The following is the explanatory statement which sets out the various disclosures as required in terms of the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.

This plan is in addition to the "Brigade Employee Stock Option Plan 2011".

The salient features of the Plan are as under:

1) Brief description of the Plan:

This Plan shall be called the "Brigade Employee Stock Option Plan 2017 or the "Plan".

It applies to Deputy General Managers & above of the Company and its Subsidiaries (permanent employees) and Directors (excluding Independent Directors) of the Company and its Subsidiaries. Promoter, Promoter Group and their relatives are not entitled to participate in the Plan. The Nomination & Remuneration Committee shall have the powers to extend the scheme to other permanent employees of the Company & its Subsidiaries as they deem fit at the time of roll out of the Scheme.

The Plan shall be deemed to have come into force on the date of receipt of shareholders' approval. It shall continue in effect till all the Options granted under the Plan are exercised or have been extinguished or unless the Plan is terminated in accordance with the Plan.

2) Basic Objective of the Plan:

- To reward employee performance with ownership in the Company
- To attract and retain talent
- To create wealth for employee
- To enhance shareholder value.

3) Total number of options to be granted:

The number of options to be granted under ESOP 2017 shall not exceed 5% of the issued, subscribed and paid-up equity shares of the Company as on 31 March 2017 i.e., up to 56,83,237 (fifty six lakhs eight three thousand two hundred and thirty seven) equity shares of ₹ 10/- each of the Company. In the event of any corporate action(s) viz. bonus, consolidation or other reorganisation of the capital structure of the Company, number of options/ shares to be issued shall undergo fair, reasonable and appropriate adjustments pursuant to Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014. Each option when exercised would be converted into one equity share of ₹ 10/- each fully paid-up.

4) Identification of classes of employees entitled to participate in the Plan:

- Deputy General Managers and above (permanent employees) of the Company and its subsidiaries;
- A Director of the Company and its subsidiaries, whether whole time Director or not but excluding Independent Directors and Promoter Directors.
- Such other category of permanent employees of the Company

or its subsidiaries as may be approved by the Nomination & Remuneration Committee at the time of rolling out of the Scheme

However the following classes of employees are not eligible to participate in the Plan:

- An employee who is a Promoter or a person belonging to the Promoter Group;
- Employees who are relatives of Promoter / Promoter Group
- A Director who either himself or through his Relative or through any bodies corporate, directly or indirectly, holds more than ten percent of the outstanding Shares of the Company.

5) Administration of the Plan:

The Plan shall be administered directly by Nomination & Remuneration Committee of the Board in accordance with the authority delegated to the Committee by the Board of Directors of the Company from time to time.

6) Requirements of vesting and period of vesting:

All options granted vide grant letter shall vest in accordance with the date specified in the letter.

The vesting dates in respect of the options granted under this plan shall be at the sole and absolute discretion of the Nomination & Remuneration Committee and may vary from an employee to employee or any class thereof and/ or in respect of the number or percent of options granted to an employee. There shall be a minimum vesting period of one year in all cases and over all vesting period shall be four years.

Options eligible for vesting on the basis of various parameters, may be specified in the grant letter and such options shall vest in the optionee.

7) Maximum period within which the Options shall be vested:

The maximum period within which the Options shall vest will be four years from the date of grant or such other period as decided by the Nomination & Remuneration Committee from time to time and shall be provided in the Letter of Grant to the Employees.

8) Exercise price:

Exercise price means the price of the share payable by an eligible employee exercising the option granted to him pursuant to the plan as may be determined by the Nomination and Remuneration Committee. The exercise price of an option that shall be fixed shall not be less than eighty percent (80%) of the "Market Price" as per the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014. However, the Nomination & Remuneration Committee shall have the power to fix the exercise price less than 80% of the "Market Price" as per the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 based on market conditions at the time of roll out of the scheme.

9) Exercise period and process of exercise:

Exercise period in relation to an option means the time period after vesting within which an employee should exercise his right to apply for a share against an option vested in him pursuant to the plan. The exercise period will be for a period of five years from the date of vesting of Options. The Optionee shall give a written application to the company secretary & compliance officer with the full consideration of the option to be exercised. The options shall not be permitted to be exercised after the expiry of the above mentioned exercise period. After this date, all the options vested and remains unexercised under the scheme will lapse

10) Appraisal process for determining the eligibility of employees to the Plan:

The Nomination & Remuneration Committee shall, based on the various criteria for the quantum of issue of Options under the Plan which primarily includes the following:

- a) Performance
- b) Performance Evaluation
- c) Longevity

Apart from the above the Nomination & Remuneration Committee may from time to time taking into consideration other factors as may be necessary.

11) Maximum number of options to be issued per Employee and in aggregate:

The number of options that may be granted per employee of the Company under the Plan, in any financial year shall be less than 1% of the issued equity share capital. The total number of equity shares to be allotted to employees of the Company and its subsidiaries pursuant to the exercise of stock options under the Plan shall not exceed 56,83,237 equity shares.

12) Maximum quantum of benefits to be provided per employee under the Plan:

The Maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the Option Exercise Price and the Market Price of the shares on the exercise date.

13) Whether the Plan involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Plan involves only new issue of shares by the Company.

14) The amount of loan to be provided for implementation of the Plan by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

The plan is not administered through the Trust and further grant of loan is not contemplated under the Plan by the Company.

15) Maximum percentage of secondary acquisition (subject to limits specified in the regulations) that can be made by the Trust for the purpose of the Plan:

This is not applicable as the Plan is not administered through a Trust.

16) Accounting Policies:

The Company shall comply with the accounting policies specified in the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein. Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

17) Method of Valuation:

To calculate the employee compensation cost, the Company shall use Fair Value Method for the valuation of the stock options granted.

The Plan provides for issue of shares to be offered to persons other than existing Members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As per the SEBI Regulation, a separate resolution is required to be passed if the benefits of the Employee Stock Option Scheme are to be extended to the employees of subsidiaries subject to terms and conditions as mentioned herein.

The draft copy of the Plan is available for inspection by the Members at the registered office of the Company on all working days (except

Saturdays, Sundays and public holidays) between 11.00 a.m. to 4.00 p.m. upto the date of closing of e-voting i.e., Wednesday, September 20, 2017.

The Board recommends the Special Resolution set out at Item No.8 & 9 of the Notice for approval by the Shareholders.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of their entitlements, if any, under the Plan and to the extent of their shareholding as Members, if any.

Place: Bangalore
Date: 8th August, 2017

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

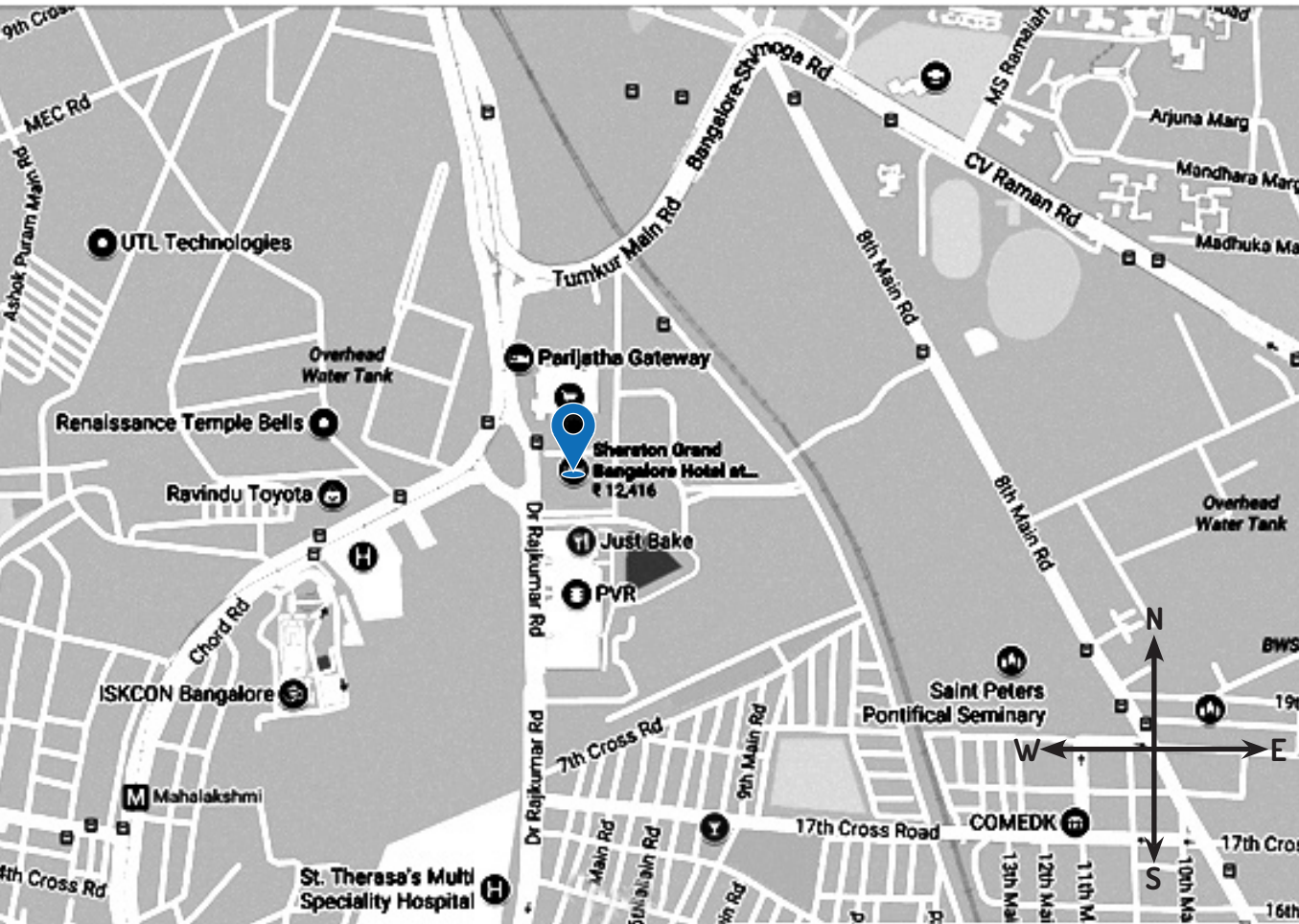
P. Om Prakash
Company Secretary & Compliance Officer

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus
Dr. Rajkumar Road
Malleswaram-Rajajinagar
Bangalore – 560055
CIN: L85110KA1995PLC019126

Details of the Directors seeking re-appointment at the 22nd Annual General Meeting {Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015}

| Name of the Director | Mr. M.R. Jaishankar | Ms. Githa Shankar |
|---|--|--|
| Date of Birth | 22/4/1954 | 23/1/1954 |
| Age (in years) | 63 | 63 |
| Date of Appointment | 8/11/1995 | 8/11/1995 |
| Qualification | Bachelors in Science and Masters in Business Administration | Bachelors in Arts, Bachelors in Library Science and a Masters in Business Administration |
| No. of equity shares held in the Company | 23045064 | 18700500 |
| Expertise in functional areas | He has over 4 decades of rich experience in real estate industry | She has over 3 decades of experience in the fields of advertising, stock broking, insurance, education and real estate |
| Directorships held in other Companies | <ol style="list-style-type: none"> 1. Brigade Hospitality Services Limited 2. Mysore Holdings Private Limited 3. Brigade Estates & Projects Private Limited 4. Brigade Tetrarch Private Limited 5. Brigade Infrastructure & Power Private Limited 6. BCV Developers Private Limited 7. WTC Trades & Projects Private Limited 8. Orion Mall Management Company Limited 9. Brigade (Gujarat) Projects Private Limited 10. Smart Cities India Foundation 11. Mysore projects Private Limited 12. Brigade Hotel Ventures Limited 13. Augusta Club Private Limited | <ol style="list-style-type: none"> a. Brigade Hospitality Services Limited b. Mysore Holdings Private Limited c. Brigade Estates & Projects Private Limited d. Brigade Tetrarch Private Limited e. Brigade Infrastructure & Power Private Limited f. Orion Mall Management Company Limited g. Tetrarch Equity Research and Analysis Private Limited |
| Committee positions held in other Companies | NIL | NIL |

Route Map to AGM Venue





BRIGADE

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

BRIGADE ENTERPRISES LIMITED

CIN: L85110KA1995PLC019126

29th & 30th Floor, World Trade Center, 26/1 Brigade Gateway,
Dr. Rajkumar Road, Malleswaram-Rajajinagar,
Bangalore – 560 055

| | | | |
|------------------------|--|-----------------------|--|
| Name of the member(s): | | e-mail Id: | |
| Registered address: | | Folio No/ *Client Id: | |
| | | *DP Id: | |

I/We, being the member(s) of Shares of Brigade Enterprises Limited, hereby appoint:

1)of.....having e-mail id.....or failing
him

2)of.....having e-mail id.....or failing
him

3)of.....having e-mail id.....or failing
him

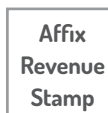
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Thursday, 21st September, 2017 at 10:30 a.m. at Sheraton Grand Hotel Bangalore, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore – 560055 and at any adjournment thereof in respect of such resolutions as follows:



| RESOLUTION NUMBER | RESOLUTIONS | VOTE (PLEASE MARK (✓) AND NO. OF SHARES) | |
|----------------------|--|--|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1 | Adoption of Annual Accounts and Reports thereon for the financial year ended 31 st March, 2017. | | |
| 2 | Declaration of Dividend. | | |
| 3 | Re-appointment of Mr. M.R. Jaishankar, as a Director liable to retire by rotation | | |
| 4 | Annual ratification of the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W/E300004) as Statutory Auditors and authorizing the Board of Directors to fix their remuneration. | | |
| Special Business | | | |
| 5 | Re-appointment of Mr. M.R. Jaishankar, as Chairman & Managing Director of the Company | | |
| 6 | Re-appointment of Ms. Githa Shankar, as Whole Time Director of the Company | | |
| 7 | Approve the remuneration payable to M/s GNV & Associates, Cost Auditors for the Financial Year 2016-17. | | |
| 8 | Brigade Employee Stock Option Plan 2017 | | |
| 9 | Brigade Employee Stock Option Plan 2017 to subsidiaries | | |

Signed this..... day of..... 2017

Signature of member



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



BRIGADE ENTERPRISES LIMITED

CIN: L85110KA1995PLC019126

Regd Off. : 29th & 30th Floors, World Trade Center, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road,
Malleswaram-Rajajinagar, Bangalore-560055

ATTENDANCE SLIP

Name and Registered
Address of the Shareholder :

Serial No. :

Name(s) of the Joint
Shareholder(s) if any :

Registered Folio No. /
DP ID No. & Client ID :

Number of Shares held :

Name of the Proxy /
Representative, if any :

Signature of Member(s) /
Proxy :

Signature of the
Representative :

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Thursday, 21st September, 2017 at 10:30 a.m. at Sheraton Grand Bangalore Hotel, Brigade Gateway Campus, 26/1, Dr. Rajkumar Road, Malleswaram-Rajajinagar, Bangalore - 560055.

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

FOR ATTENTION OF THE SHAREHOLDER

Shareholders may please note the **User id and Password** given below for the purpose of e-voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014. Detailed instructions for e-voting are given in the notes to the AGM Notice.

ELCTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |

Note: Please fill up attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring the copies of the Annual Report to the AGM.

