

Ref: BHVL/NSEBSE/PB/22052026

May 22, 2026

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: BRIGHOTEL/Scrip Code: 544457

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 being sent to Members for the following business:

Sr. No.	Description of the Resolution	Type of resolution
1.	Approval of material related party transactions with Brigade Enterprises Limited, the Holding Company and Promoter	Ordinary

In accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 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 the Depositories whose names are recorded in the Register of Members/Beneficial Owners as on the cut-off date i.e., Friday, May 15, 2026.

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 Saturday, May 23, 2026 at 9:00 a.m. and will end on Sunday, June 21, 2026 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, May 15, 2026. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

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

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

Sr. No.	Event Details	Timeline
1.	Cut-off date for determining list of Members eligible for remote e-voting	Friday, May 15, 2026
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	Friday, May 22, 2026
3.	Date and time of commencement of e-voting	Saturday, May 23, 2026 at 9.00 a.m. (IST)
4.	Date and time of closure of e-voting	Sunday, June 21, 2026 at 5.00 p.m. (IST)
5.	Declaration of results of Postal Ballot	On or before Tuesday, June 23, 2026

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

Thanking you
Yours faithfully,

For **Brigade Hotel Ventures Limited**

Akanksha Bijawat
Company Secretary & Compliance Officer

Enclosure: Postal Ballot Notice

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



BRIGADE HOTEL VENTURES LIMITED

Corporate Identity Number (CIN): L74999KA2016PLC095986
Regd. Office: 29th & 30th Floors, World Trade Center, Brigade Gateway Campus
26/1, Dr. Rajkumar Road, Malleswaram- Rajajinagar, Bangalore - 560 055
Phone: +91-80-4137 9200
Email: investors@bhvl.in | Website: www.bhvl.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

To
The Members of Brigade Hotel Ventures Limited

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Brigade Hotel Ventures 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 April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ((hereinafter collectively referred to as '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 Resolution as set out hereunder is proposed for approval of the Members of Brigade Hotel Ventures Limited ('the Company' or 'BHVL') as an Ordinary Resolution, by way of Postal Ballot only through Remote e-Voting i.e. voting through electronic means ('Remote e-Voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars 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 resolutions 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.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Sunday, June 21, 2026. Remote e-Voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors have appointed CS Ravishankar S (Membership No. FCS 6888, CP No. 6584) or in his absence CS Sarvotham P (Membership No. FCS 11844, CP No. 18276), Partners of M/s. ASR & Co., a Practicing Company Secretary firm, Bengaluru, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder, 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 their 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 Tuesday, June 23, 2026. The results of the Postal Ballot will also be displayed at the Registered Office of the Company and hosted on the Company's website - www.bhvl.in 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, May 15, 2026
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	Friday, May 22, 2026
3.	Date and time of commencement of e-voting	Saturday, May 23, 2026 at 9.00 a.m. (IST)
4.	Date and time of closure of e-voting	Sunday, June 21, 2026 at 5.00 p.m. (IST)
5.	Declaration of results of Postal Ballot	On or before Tuesday, June 23, 2026

RESOLUTION FOR POSTAL BALLOT

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

Special Business

Item No. 1: Approval of material related party transactions with Brigade Enterprises Limited, the Holding Company and Promoter:

To consider and if deemed fit, to pass the following as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the other applicable provisions, including applicable provisions of the Companies Act, 2013, if any, read with the rules made thereunder ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Company's Policy on Related Party Transactions and as per the recommendation/ and based on the prior approval of the Audit Committee and the Board of Directors of the Company, the members hereby accord approval to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted including the Audit Committee/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) as detailed in the explanatory statement with Brigade Enterprises Limited ("BEL"), the Holding Company & Promoter of the Company and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed with BEL, for an aggregate value of up to Rs. 290 crore to be entered during the period commencing from the date of passing of this resolution till the expiry of twelve months thereafter and the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length and in the ordinary course of business of the Company and on such terms and conditions as may be mutually agreed between the Company & BEL, (whether by way of an individual transaction or a series of transactions taken together);

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, members of the Company do hereby accord approval to the Board to agree, make, accept and finalize all such terms and condition(s) as it may deem fit from time to time and the Board is also hereby authorized to resolve and settle, from time to time all questions, difficulties or doubts that may arise with regard to the above transactions and to finalize and execute all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Key Managerial Personnel or / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s) and the actions taken by the Board or any person so

authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Place: Bangalore
Date: April 28, 2026

By Order of the Board
For **Brigade Hotel Ventures Limited**
Sd/-
Akanksha Bijawat
Company Secretary & Compliance Officer
Membership No.: A24610

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus
Dr. Rajkumar Road,
Malleswaram-Rajajinagar
Bangalore – 560 055
CIN: L74999KA2016PLCO95986
Email: investors@bhvl.in
Website: www.bhvl.in
Tel.: 080 41379200

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 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') 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, May 15, 2026 (“**Cut Off Date**”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company (www.bhvl.in), 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., Sunday, June 21, 2026, shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Regulation 44 of Listing Regulations, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

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 11.

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, June 23, 2026 and shall be communicated to BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed.

The results of the Postal Ballot/E-Voting shall be uploaded on the Company's website at www.bhvl.in 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@bhvl.in.

8. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL /CDSL) as at close of business hours on Friday, May 15, 2026 ("cut-off date"). As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website www.bhvl.in, website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and the same shall also be displayed on the Company's website: www.bhvl.in

9. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").

10. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Friday, May 15, 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

11. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
9:00 a.m. (IST) on Saturday, May 23, 2026	5:00 p.m. (IST) on Sunday, June 21, 2026

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares as on Friday, May 15, 2026 i.e., cut-off date, may cast their vote by remote e-voting.

- v. CS Ravishankar S (Membership No. FCS 6888, CP No. 6584) or in his absence CS Sarvotham P (Membership No. FCS 11844, CP No. 18276), Partners of M/s. ASR & Co., are appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
 - b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of non-individual Members in demat mode.
- I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

- i. Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
- ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e. BRIGADE HOTEL VENTURES LIMITED or ESP i.e. KFin.
- v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.

3. Those not registered under IDeAS:

- i. Visit <https://eservices.nsdl.com> for registering.
- ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- iii. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com>
- iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
- v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
- vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
- vii. Click on company name i.e. BRIGADE HOTEL VENTURES LIMITED or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.
- viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Member	Login Method
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/EasiRegistration or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. BRIGADE HOTEL VENTURES LIMITED or select KFin. <p>Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<p>Individual Members login through their demat accounts/ website of DPs</p>	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. 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. iv. Click on options available against ‘BRIGADE HOTEL VENTURES LIMITED’ or ‘KFin’. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

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 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

- A. Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.

- i. Enter the login credentials (i.e., User ID and password). User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- ii. After entering these details appropriately, click on "LOGIN".
- iii. 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, e-mail 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.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the "EVEN" i.e., 'BRIGADE HOTEL VENTURES LIMITED' and click on "Submit"
- vi. 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.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- viii. In case you do not desire to cast your vote, it will be treated as abstained.
- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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.

- i. **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: Members holding shares in electronic form and have not registered / updated their e-mail addresses may send the request with the relevant Depository Participant.

B. 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.

General Guidelines for Members:

- i) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line "BRIGADE HOTEL VENTURES LIMITED 2026-27".
- ii) In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

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

Item No. 1: Approval of material related party transactions with Brigade Enterprises Limited, the Holding Company and Promoter:

Brigade Enterprises Limited is the Holding Company and Promoter of the Company which is in to real estate development business. It is into all domains of real estate including hospitality business. Brigade Enterprises Limited is a pioneer of integrated developments which comprises of all components of real estate including hospitality projects. Presently there are ongoing integrated developments as well. The hotel business undertaking of Brigade Enterprises Limited was transferred through a Scheme of Arrangement to your Company which was duly approved by the Honourable Bengaluru Bench of the National Company Law Tribunal in March, 2018. Your Company is running the hospitality business from that time. There are nine operating hotels with 1604 keys as on date and there are upcoming projects which double the portfolio over the next few years. In the case of integrated developments your Company will either buy the Undivided Share of Land (UDS), take on lease / sub-lease the land for hospitality project development, reimbursement of common costs to attributable to hospitality projects apart from services provided, repayment of loans etc.

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 1,000 Crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.


Since the value of the related party transactions between your Company and Brigade Enterprises Limited, Holding Company & Promoter, is likely to exceed the 10% of the annual consolidated turnover of the financial year 2025-26, in the next 12 months, approval of shareholders is being sought for the same.

Details of the proposed related party transactions between the Company and Brigade Enterprises Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No.	Description	Details
1	Details of summary of information provided by the management of the company to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Brigade Enterprises Limited, the Holding Company & Promoter of the Company
b	Nature, material terms, tenure of proposed transaction and particulars of contracts or arrangement and monetary value	

	Nature of Transaction	Tenure of Proposed Transaction	Material terms and particulars of the contract or arrangement	Estimated transaction value (amount Rs. in crore)
i.	Purchase / Sub lease of land / Property lease, Loan Repayment & Interest on loans, Cross charge of expenses & reimbursement, Lease Rentals, Sale of goods & Services and sale and purchase of materials	for a period of twelve months from the date of passing of the resolution by members of the Company	As per agreement, room rentals, actuals and Food & Beverage cost as may be applicable	290
b	Percentage of annual consolidated turnover of the Company considering FY26 as the immediately preceding financial year		The value of the proposed transaction is 55% of Company's annual consolidated turnover of Rs. 525 Crore for FY 2025-26	
2	Justification for the transaction		Company operates in the hotel/hospitality industry and the holding company operates in the construction industry. All the hotel properties are either owned or on taken on lease by your Company. These transactions are essential for business operations, operational efficiency, and leveraging group synergies. The transactions are strategically aligned and is expected to further enhance our growth and strengthen our competitive position. The Audit Committee and the Board have reviewed and approved the transactions, as these are in the best interests of the Company and its shareholders.	
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:			
a	details of the source of funds in connection with the proposed transaction		Not Applicable. However, one of the proposed related party transactions will be partial repayment of loan availed earlier from the Holding Company and the Promoter which is unsecured at an interest rate of 10.50% p.a. and repayable on equated ratio on a quarterly basis or on demand. The loan was availed during the Covid 19 pandemic for operations.	
b	where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure			
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security			
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions			

e	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The Company has obtained benchmarking report wherever required. The link for accessing the valuation report is: https://bhvl.in/investors/investors-information/ QR Code: 
f	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed related party transactions, on a voluntary basis	The value of the proposed transaction is 5.10% of the Holding Company's annual consolidated turnover of FY 2025-26
g	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. M.R. Jaishankar, Ms. Nirupa Shankar and Mr. Amar Mysore are directors in both the entities.
h	Any other information that may be relevant	All important information forms part of the Explanatory Statement setting out material facts of the proposed related party transactions.

All related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. Majority of the members of the Audit Committee are independent directors. The related party transactions as set out in this Postal Ballot Notice proposed to be entered into by the Company with Brigade Enterprises Limited (BEL), the holding company & promoter, have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business during a period of twelve months from the date of passing of the resolution by members of the Company. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals provided earlier. The Board of Directors of the Company have also approved the related party transactions as set out in this Postal Ballot Notice. The certificate of the Managing Director and Chief Financial Officer as required by the Industry Standards relating to the aforesaid related party transactions were reviewed by the Audit Committee.

The value of transactions for which the approval is being sought for the period commencing from April 01, 2026 till the date of this Postal Ballot Notice has not exceeded the materiality threshold. Majority of the related party transactions will be in the financial year 2026-27 and some portion of the transactions will happen in the first quarter of the financial year 2027-28.

The transactions shall also be reviewed/ monitored by the Audit Committee of the Company and shall remain within the proposed amount being placed before the members.

Except Mr. M.R. Jaishankar, Ms. Nirupa Shankar and Mr. Amar Mysore and their relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out above of the Notice except to the extent of their shareholding, if any, in the Company.

Members may note that pursuant to the provisions of the Listing Regulations, all related parties of the Company whether such related party is a party to the above mentioned transactions or not shall not vote to approve this resolution.

The Board of Directors recommends this resolution as provided in Item No. 1, for your consideration and approval as an ordinary resolution.

Place: Bangalore
Date: April 28, 2026

By Order of the Board
For Brigade Hotel Ventures Limited
Sd/-
Akanksha Bijawat
Company Secretary & Compliance Officer
Membership No.: A24610

Registered Office:
29th & 30th Floors, World Trade Center
26/1, Brigade Gateway Campus
Dr. Rajkumar Road,
Malleswaram-Rajajinagar
Bangalore – 560 055
CIN: L74999KA2016PLC095986
Email: investors@bhvl.in
Website: www.bhvl.in
Tel.: 080 41379200