



Ref: BCG/SE/2023/May-05

Date: May 26, 2023

To  
**BSE Limited**  
P. J. Towers, 25th Floor,  
Dalal Street, Mumbai - 400001.  
BSE Scrip Code: 532368

To  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.  
NSE Symbol: BCG

**Sub:** Submission of Annual Secretarial Compliance Report for the Financial Year ended 2022-23  
**Ref:** SEBI circular CIR/CFD/CMPI /27 /2019 dated February 8, 2019 and Regulation 24A of the SEBI (LODR) Regulations, 2015.

Dear Sir/Ma'am,

In Compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Notice No. 20230316-14 dated March 16, 2023 and NSE Circular Ref No: NSE/CML/2023/21 dated March 16, 2023, please find enclosed the Annual Secretarial Compliance Report of the Company dated May 26, 2023 issued by Dr. A. Sridhar, Practicing Company Secretary, for the financial year 2022-23.

Request you take the same on record.

Thanking you,

Yours Truly,

**For Brightcom Group Limited**

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**Rajesh Vankadara**

Company Secretary & Compliance Officer





**Secretarial Compliance Report of Brightcom Group Limited  
for the financial year ended March 31, 2023**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Brightcom Group Limited (CIN: L64203TG1999PLC030996)** (hereinafter referred as 'the listed entity'), having its Registered Office at **Floor #5, Fairfield by Marriott, Road #02, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana State, India**, Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my/our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I Dr. A. Sridhar, Company Secretary in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by Brightcom Group Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

*During the reporting period 600,000 equity share warrants are converted into Equity on October 02, 2022 pursuant to Equity warrants issued on April 15, 2021 for a period of 18 Months and the remaining unconverted warrants are time barred as per the preferential Issue.*

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 is Not Applicable during the review period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is Not Applicable during the review period;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 is Not Applicable during the review period;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 is Not Applicable during the review period;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 is Not Applicable during the review period;

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

(l) (other regulations as applicable).

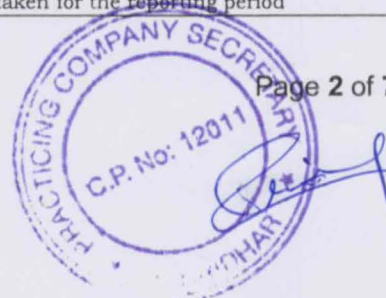
and circulars/guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

I.

(a) (\*\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

#	Compliance Requirement	Regulation / Circular #	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the PCS	Management Response	Remarks
There are no observations and accordingly no actions were taken for the reporting period										





(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

#	Compliance Requirement	Regulation / Circular #	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the PCS	Management Response	Remarks
There are no observations and accordingly no actions were taken for the reporting period										

II.

Compliance related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No / NA)	Observations / Remarks by PCS*
1.	<b>Compliance with the following conditions while appointing / re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review / audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has assigned the limited review / audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review / audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity / its material subsidiary to the Audit Committee:</p>		
	<p>a. In case of any concern with the management of the listed entity / material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive</p>	NA	



	<p>such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p><b>b.</b> In case the auditor propose to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p><b>c.</b> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p><b>ii. Disclaimer in case of non-receipt of information:</b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the listed entity / its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	

III.

I hereby report that, during the Review Period the compliance status of the listed entity is a p



pendedasbelow:

S.No	Particulars	Compliance Status(Ye s/No/ NA)	Observations /Remarks by PCS*
1.	<p><b>SecretarialStandards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	
2.	<p><b>AdoptionandtimelyupdateofthePolicies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adoptedwiththeapprovalofboardofdirectorsofthe listed entities</li> <li>• Allthepoliciesarein conformitywithSEBIRegulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	YES	
3.	<p><b>Maintenanceanddisclosureson Website:</b></p> <ul style="list-style-type: none"> <li>• TheListedentityismaintainingafunctionalwebsite</li> <li>• Timely dissemination of the documents/ information under aseparate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specificwhichre-directstotherelevantdocument(s)/ section of the website</li> </ul>	YES	
4.	<p><b>DisqualificationofDirector:</b></p> <p>None of the Director(s) of the Company is/are disqualifiedunderSection164ofCompaniesAct,2013 as confirmed by the listed entity.</p>	YES	



A handwritten signature in blue ink, appearing to be 'A. Sridhar'.



5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	YES	
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	YES	
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	



11.	<p><b>ActionstakenbySEBIorStockExchange(s),ifany:</b></p> <p>No action(s) has been taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).</p>	YES	<p>Forensic Audit was initiated by SEBI on February 25, 2022, and the investigation is still going-on.</p> <p>Pursuant to the Show cause notice addressing to the promoters, a settlement application is filed and pending with the authority.</p>
12.	<p><b>AdditionalNon-compliances,ifany:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	YES	<p>On April 13, 2023, SEBI Interim order cum show cause notice issued against to the Company to file the revise SHP's from 2014 to June 2022.</p> <p>Instructions to the Noticees to present the Shares transaction and pledge details.</p>

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad  
Date: 26.05.2023

For **A Sridhar**  
Practicing Company Secretary



**Dr. Aripirala Sridhar**  
Proprietor  
FCS:9736, CoP.12011  
UDIN:F009736E000383593

