



**BRANDBUCKET MEDIA & TECHNOLOGY LIMITED**  
Registered Office: Office No. 208, 2<sup>nd</sup> Floor, Shiv Shakti, SRA Chs Ltd Link Road,  
Anna Nagar, Andheri West, Mumbai-400053

CIN: U93000MH2013PLC246147

Tel: +91 86523 69975

Website: www.brandbucketmediatech.in

E-mail: brandbucketmediatech@gmail.com

Date: 08/09/2023

To,  
The Department of Corporate Services  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

**Scrip Code: 543439**

**Subject: Intimation of 10<sup>th</sup> Annual General Meeting schedule to be held on 30<sup>th</sup> September, 2023.**

Dear Sir,

We are sending herewith the Intimation of 10<sup>th</sup> Annual General Meeting of our Company which is scheduled to be held on Saturday, 30<sup>th</sup> September, 2023 at Office No. 208, 2<sup>nd</sup> Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri West, Mumbai-400053.

Please find the Enclosed Document as follows:

- 1) Intimation of Book Closure for the Purpose of 10<sup>th</sup> AGM.
- 2) Notice of AGM.

The above is also uploaded on the websites of the Company.

Please take the same on your record and acknowledge the receipt of the same

Thanking you,

Yours Faithfully,

For Brandbucket Media & Technology Limited

SANJIV HASMUKH SHAH  
SHAH

Digitally signed by SANJIV  
HASMUKH SHAH  
Date: 2023.09.08 22:09:10 +05'30'

**SANJIV HASMUKH SHAH**  
Managing Director  
DIN: 06709778



## BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

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Date: 08/09/2023

To,  
The Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai- 400001

**Scrip Code – 543439**

**Subject: Book Closure Notice for AGM**

Dear Sir/Madam,

This is to inform you that Board has decided to fix the Book Closure Date for the purpose of AGM. Details of which is as under:

Security Code	543439
Type of Security	Equity Share
Book Closure	24 <sup>th</sup> September, 2023 to 30 <sup>th</sup> September, 2023 (Both days inclusive)
Purpose	10 <sup>th</sup> Annual General Meeting
ISIN	INE0ILD01014

Please take the same on your record and acknowledge the receipt of the same.

Thanking You,  
Yours Faithfully,

**For Brandbucket Media & Technology Limited**

SANJIV HASMUKH SHAH  
Digitally signed by SANJIV HASMUKH SHAH  
Date: 2023.09.08 20:24:42 +05'30'

**SANJIV HASMUKH SHAH**  
**Managing Director**  
**DIN: 09154554**

CC To:  
**NATIONAL SECURITIES DEPOSITORY LTD**  
Trade World, 'A' wing, 4th and 5th Floors  
Kamala mills Compound, Lower Parel  
Mumbai-400013

**CENTRAL DEPOSITORY SERVICES (INDIALIMITED)**  
17<sup>th</sup> Floor, P J Towers, Dalal Street, Fort  
Mumbai -400001

**Purva Sharegistry (India) Private Limited.**  
9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,  
Lower Parel (E), Mumbai – 400059



**NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BRANDBUCKET MEDIA & TECHNOLOGY LIMITED (FORMERLY KNOWN AS BRANDBUCKET MEDIA AND TECHNOLOGY PRIVATE LIMITED) WILL BE HELD ON SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2023 AT 03:00 P.M AT OFFICE NO. 208, 2ND FLOOR, SHIV SHAKTI, SRA CHS LTD LINK ROAD, ANNA NAGAR, ANDHERI WEST, MUMBAI-400053 IN, TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

**ITEM NO.1:**

**ADOPTION OF AUDITED FINANCIALS AS ON 31<sup>ST</sup> MARCH, 2023**

**To receive, consider and adopt the Audited Balance Sheet of the Company as on 31<sup>st</sup> March, 2023 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.**

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**"RESOLVED FURTHER THAT** any of the Director of the company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and file necessary form with concerned ROC."

**ITEM NO. 02**

**APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR BY ROTATION**

**To appoint a Director in place of Mr. Sanjiv Hasmukh Shah (DIN: 06709778) who retires by rotation and being eligible offer herself for re-appointment, and, in this regard, to consider and if thought fit, to pass the following resolutions with or without modifications as Ordinary Resolutions:**

**"RESOLVED THAT Mr. Sanjiv Hasmukh Shah (DIN: 06709778) Director of the Company, who retires by rotation at this 10<sup>th</sup> Annual General Meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company and that her period of office be liable to determination by retirement of Directors by rotation."**

**SPECIAL BUSINESS:**

**ITEM NO. 3**

**AUTHORIZATION UNDER SECTION 186 OF COMPANIES ACT, 2013**

**To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:**

**"RESOLVED THAT** in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crores Only) outstanding at any time,



notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

#### **ITEM NO. 4:**

##### **AUTHORISATION UNDER SECTION 180 OF THE COMPANIES, ACT, 2013**

**To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:**

**“RESOLVED THAT** in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100.00 Crores (Rupees Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

#### **ITEM NO. 05 APPROVAL OF RELATED PARTY TRANSACTION**

**To consider and, if thought fit, to pass, the following resolution with or without modifications, if any as an Special Resolution:**

**“RESOLVED THAT** in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the ‘related party’ as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any



services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 100 Crores with each related parties respectively during any Financial year."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

**ITEM NO. 6 TO APPROVE THE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)**

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution;

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015("SEBI LODR Regulations"), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India ('SEBI'), Reserve Bank of India ('RBI'), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,27,38,232 equity shares of the Company of face value of Rs. 10/- each ("Equity Shares"), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 34/- (including premium of Rs. 24/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crores Thirty Lacs Ninety Nine Thousand Eight Hundred and Eight Only) ("Purchase Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S.No.	Name of the proposed Allottees	Nature of persons who are the ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust/Banks
1	Pratiksha Santosh	Individual	21,21,600	Non-	Not applicable



	Shenkar			Promoter	
2	Ram Shamkant Mayekar	Individual	21,21,600	Non-Promoter	Not applicable
3	Ravindra Dhondu Dhuri	Individual	21,21,600	Non-Promoter	Not applicable
4	Sandip Suresh Khopade	Individual	21,21,600	Non-Promoter	Not applicable
5	Santosh Chandrabhan Shenkar	Individual	21,21,600	Non-Promoter	Not applicable
6	Copo Holdings Private Limited	Corporate	9,52,936	Non-Promoter	Not applicable
7	Rishabh Shashikant Nirbhavne	Individual	11,77,296	Non-Promoter	Not applicable
<b>Total</b>			<b>1,27,38,232</b>		

**“RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 31<sup>st</sup> August, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, Binarycode IT and Consulting Private Limited (BICPL) and Proposed Allottees, subject to approval by the board of directors of the Company;
- No partly paid-up Equity Shares shall be issued and allotted;
- Allotment of the Equity Shares shall only be made in dematerialised form;
- The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

**“RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Nishigandha Shashikant Keluskar, Managing Director and /or Mr. Sanjiv Hasmukh Shah Executive Director and /or Kanika Kabra, Company Secretary and Compliance Officer of





the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By Order of the Board of Directors  
For Brandbucket Media & Technology Limited**

**Sd/-  
Nishigandha Shashikant Keluskar  
Managing Director  
DIN: 09154554  
Place: Mumbai  
Date:07/09/2023**

**NOTES:**

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 5) 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.



- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) 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 AGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 9) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (24/09/2023 to 30/09/2023) (Both days inclusive) for the purpose of AGM.
- 10) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 11) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 12) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2022-23 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.
- 13) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.
- 14) **Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: ACS 33070)** has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Ballot Voting in 10<sup>th</sup>AGM).
- 15) 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 are required to submit their PAN details to the Company.
- 16) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.
- 17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 18) As per provisions of the Companies Act, 2013, facility for making s is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of



**Director/Reappointment/ratifications:**

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2023.
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2023, may sending a request at [brandbucketmediatech@gmail.com](mailto:brandbucketmediatech@gmail.com)
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- IV. **Mr. Brajesh Kumar Gupta**, Practicing Company Secretary (Membership No. ACS 33070) has been appointed as the Scrutinizer for the Annual General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.
- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 04<sup>th</sup> October, 2023 and shall be placed on the website of the Company [www.brandbucketmediatech.in](http://www.brandbucketmediatech.in) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013;****Item No. 3 Authorization Under Section 186 Of Companies Act, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 3 of the accompanying notice.

The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

**Item No. 4 Authorisation Under Section 180 Of The Companies, Act, 2013**

In supersession to all the resolutions passed earlier, the Board of Directors in their Meeting authorised to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 100.00 crores (Rs. One Hundred Crores Only). Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**Item No. 5 Approval of Related Party Transaction**

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting. Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. The Board informs that currently there is no relate party and no related party transaction in preceding Financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly the Special Resolution as set out in item No. 5 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**Item No. 6 To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)**

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through EVoting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under:-

**1. Objects of this issue:**

To acquire 15,92,279 equity shares of Binarycode IT and Consulting Private Limited ("BICPL") equivalent to 100% of paid up share capital of BICPL.



## 2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

## 3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 1,27,38,232 equity shares of face value Re. 10/- per share at a price of Rs. 34/- (including premium of Rs. 24/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

## 4. The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

S.No.	Category	Pre-issue		POST-ISSUE (Upon conversion in 18 months from date of allotment)	
		No. of shares held	%of share holding	No. of shares held	%of share holding
<b>A</b>	<b>Promoters' holding:</b>				
	Individual	1,56,165	1.49	1,56,165	0.67
	Body-Corporate	9,12,487	8.69	9,12,487	3.93
	<b>Sub total (A)</b>	<b>10,68,652</b>	<b>10.18</b>	<b>10,68,652</b>	<b>4.60</b>
<b>B</b>	<b>Non Promoters' holding:</b>				
	Individual	52,96,261	50.42	1,70,81,555	73.50
	Body-Corporate	39,62,087	37.72	49,15,028	21.14
	Others(including HUF, NRI, IEPF, Authorities, etc.)	1,76,000	1.68	176,000	0.76
	<b>Sub Total (B)</b>	<b>94,34,348</b>	<b>89.82</b>	<b>2,21,72,583</b>	<b>95.40</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,05,03,000</b>	<b>100.00</b>	<b>2,32,41,232</b>	<b>100.00</b>

## 5. Proposed time within which the preferential issue shall be completed:

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees)

## 6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

S.No.	Name of the proposed allottee	The Natural persons who are ultimate beneficial owner	Pre-issue			Number of Equity Shares proposed to be allotted	Post-issue (Refer Note 1 below)		
			Category	No.	Percentage		Category	No. of	Percentage



			(promoter/ Non-promoter)	of shares	ge holding (%)		(promoter/ Non-promoter)	shares	ge holding (%)
1	Pratiksha Santosh Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
2	Ram Shamkant Mayekar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
3	Ravindra Dhondu Dhuri	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
4	Sandip Suresh Khopade	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
5	Santosh Chandrabhan Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	9.13
6	Copo Holdings Private Limited	Corporate	Non Promoter	0	0.00%	9,52,936	Non Promoter	9,52,936	4.10
7	Rishabh Shashikant Nirbhavne	Individual	Non Promoter	0	0.00%	11,77,296	Non Promoter	11,77,296	5.06

#### 7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

#### 8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

#### 9. Price of the issue: -

The offer price of equity shares of face value Re.10/- (Rupees Ten only) per equity share is Rs. 34/- (Rupees Thirty Four Only) per share (including premium of Rs. 24/- per share) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at [www.brandbucketmediatech.in](http://www.brandbucketmediatech.in)

#### 10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 31<sup>st</sup> August, 2023.

#### 11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306), proprietor of M/s. Brajesh Gupta & Associates, Practicing Company



Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the “Investors” tab on the website of the Company at the following link: <https://vasudhagama.com/>

### **12. Undertakings**

- a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

### **13. Willful Defaulter or Fraudulent Borrower**

Neither the issuer nor any of its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution. The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No.06 of the Notice for approval of Members.

**By Order of the Board of Directors  
For Brandbucket Media & Technology Limited**

**Sd/-  
Nishigandha Shashikant Keluskar  
Managing Director  
DIN: 09154554  
Place: Mumbai  
Date: 07/09/2023**


**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting**

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Mr. Sanjiv Hasmukh Shah</b>
<b>1</b>	Date of Birth	11/03/1975
<b>2</b>	Age	48
<b>3</b>	Date of Appointment	22/10/2022
<b>4</b>	Permanent Account Number (PAN)	AXQPS4718N
<b>5</b>	Director Identification Number (DIN)	06709778
<b>6</b>	No. of equity shares held in the Company	0
<b>7</b>	Qualifications	12 <sup>th</sup> Pass
<b>8</b>	Brief Profile	He is High Secondary passout and has experience in the field of administration of 5 years.
<b>9</b>	Expertise	Administration
<b>10</b>	Directorship held in other companies	NIL
<b>11</b>	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	NIL
<b>12</b>	Relationships, if any between Directors, inter -se.	-



**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]**

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No/Client ID:	DPID:

Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the company, to be held on at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN on Saturday, 30<sup>th</sup> September 2023 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Adoption Of Audited Financials As on 31 <sup>st</sup> March, 2023		
2	Appointment of Director in Place of Retiring Director by Rotation		
3.	Authorization Under Section 186 Of Companies Act, 2013		
4.	Authorisation Under Section 180 Of The Companies, Act, 2013		
5.	Approval of Related Party Transaction		
6.	To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)		

**\*Applicable for investors holding shares in Electronic form.**

Signed this \_\_\_ day of \_\_\_ 2023

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue

Stamps

**Signature of the shareholder across Revenue Stamp**

**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.
- The proxy need not be a member of the company.



**ATTENDANCE SLIP**

(Full name of the member's attending \_\_\_\_\_ (In block capitals)

Ledger Folio No. /Client ID No. \_\_\_\_\_ No. of shares held \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 10<sup>th</sup> Annual General Meeting of the **BRANDBUCKET MEDIA & TECHNOLOGY LIMITED** at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 MH 400053 on Saturday, 30<sup>th</sup> September 2023 at 03:00 P.M.

**(Member's /Proxy's Signature)**

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



**POLLING PAPER (FORM NO.MGT-12)**

**[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]**

**Name of the Company:** Brandbucket Media & Technology Limited  
**Registered Office:** Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN  
**CIN:** U93000MH2013PLC246147

**BALLOTPAPER**

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by Me	I assent to the Resolution	I dissent from resolution
1.	Adoption Of Audited Financials As on 31 <sup>st</sup> March, 2023				
2.	Appointment of Director in Place of Retiring Director by Rotation				
3.	Authorization Under Section 186 Of Companies Act, 2013				
4.	Authorisation Under Section 180 Of The Companies, Act, 2013				
5.	Approval of Related Party Transaction				
6.	To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)				

**Place: Mumbai**

**Date: 07/09/2023**

**Signature of the shareholder**

**(\*as per Company records)**



**ROAD MAP FOR VENUE OF THE AGM**

VENUE OF AGM- Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai City MH 400053 IN

