



December 07, 2021

BSE Limited

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

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051.
Symbol: **BCG**

Dear Madam/Sir,

Sub: Acquisition of MediaMint

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby inform the Exchanges that the Company has entered into a definitive agreement today to acquire 100% of Vuchi Media Private Limited, operating under the brand name of MediaMint.

MediaMint is an end-to-end digital consulting and digital operations provider specialising in Ad Operations, Campaign Management, Creative Services, Data Analytics, Platform Support, Dev Ops, and more.

MediaMint employs over 1300 employees, servicing reputed international clients such as Pinterest, New York Times, Netflix, Cox Automotive and Expedia, to name a few.

MediaMint's Annualized Adjusted EBITDA is expected to be approximately Rs. 67 Crore. MediaMint's Revenue for the FY22 March ending is expected to be Rs. 187 Crore. They have been growing revenue and margins at a CAGR of over 40% over the past 3 years.

Founded in 2010, MediaMint supports display, video, and mobile advertising services for ad agencies, publishers, and platforms. The Company works closely with creative agencies, publishers, media buying firms and analytics platforms to deliver results for top brands. MediaMint has offices in India, Poland and the US. The Company works on both retainer and services models and has a strong customer outreach strategy to grow the business significantly over the last few years.

MediaMint is renowned throughout the industry for its data and metrics-driven approach, enabling it to provide the flexibility, scalability, and efficiency needed to meet and exceed the performance demands of business leaders. MediaMint's unwavering focus on continuous improvement helps deliver EPIC results.





Acquisition Rationale:

As the Advertising and Technology sector worldwide is witnessing massive growth due to an accelerating shift to online marketing, propelled by the pandemic. Brightcom's management is proactively expanding its backend capabilities to increase its capacity to capture new opportunities and execute on the strategic needs of its clients globally.

The addition of MediaMint's digital marketing operations experience will strengthen the Brightcom group's backend in supporting the anticipated sharp growth of the business across various sub-sectors of Digital advertising and media. Media Mint will enable us to build more robust solutions and bring them to our customers faster. Additionally, we see the potential for strong organic growth in MediaMint's backend services business as well. They have built an excellent operation that can scale easily due to their high-quality systems. Further, the acquisition enhances our M&A strategy by having a more robust execution engine to improve future targets' operating efficiencies and expedite other synergy realisation efforts. The MediaMint acquisition will be immediately and meaningfully accretive to our earnings.

In this regard, please find enclosed the following:

1. Disclosure containing the details pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Part A of Schedule III of the aforesaid regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, is also attached as **Annexure-1**.
2. Press Release as **Annexure-2**

Request you to take the same on record and oblige.

Yours faithfully,

for BRIGHTCOM GROUP LIMITED

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Encl: a/a





Annexure - 1

Sr. No.	Items for Disclosure	Description
1	Name of the target entity, details in brief such as size, turnover etc.;	<p>Vuchi Media Private Limited.</p> <p>Vuchi Media (Operates in the brand name "MediaMint") is a leading digital marketing and technology services provider, supporting clients around the world.</p> <p>Trending to a turnover of INR 187 Crore for FYE 31st March 2022.</p>
2	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	<p>The proposed acquisition is not a related party transaction.</p> <p>The Promoter & Promoter Group have no interest in the entity being acquired.</p>
3	Industry to which the entity being acquired belongs;	Digital Marketing and Information Technology Industry
4	Objects and effects of acquisition;	<p>As the Advertising and Technology sector worldwide is witnessing massive growth due to an accelerating shift to online marketing, propelled by the pandemic. Brightcom's management is proactively expanding its backend capabilities to increase its capacity to capture new opportunities and execute on the strategic needs of its clients globally.</p> <p>The addition of MediaMint's digital marketing operations experience will strengthen the Brightcom group's backend in supporting the anticipated sharp growth of the business across various sub-sectors of Digital advertising and media.</p>





5	Brief details of any governmental or regulatory approvals required for the acquisition;	Requisite Statutory and Regulatory approvals
6	Indicative time period for completion of the acquisition;	The closing of the transaction is expected to take place within 2 months from the date of signing the Share Purchase Agreement, subject to completion of Conditions Precedent.
7	Nature of consideration - whether cash consideration or share swap and details of the same;	The Consideration would be Cash & Equity Shares.
8	Cost of acquisition or the price at which the shares are acquired;	Enterprise value of INR 566 Crore in cash and stock. <ul style="list-style-type: none"> • INR 360 Crore in cash to be paid at closing. • INR 170 Crore in Brightcom Group (BCG) stock. • INR 36 Crore to be paid in six months from closing.
9	Percentage of shareholding / control acquired and / or number of shares acquired;	100%
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Founded in 2010, MediaMint is a leading digital marketing and technology services provider, supporting clients around the world.</p> <p>MediaMint operates from 3 locations:</p> <ol style="list-style-type: none"> 1. India, Hyderabad 2. U.S.A., New York & San Francisco 3. Poland, Kraków <ul style="list-style-type: none"> • Revenue over the last 3 years has been: FYE 31st March 2021: INR 96.61 Crore FYE 31st March 2020: INR 87.34 Crore FYE 31st March 2019: INR 62.47 Crore





BRIGHTCOM GROUP ACCELERATES ITS GROWTH PLANS AND STRENGTHENS ITS GLOBAL DELIVERY CAPABILITIES WITH THE ACQUISITION OF MEDIAMINT, A DIGITAL MARKETING OPERATIONS COMPANY.

DECEMBER 7, 2021

Brightcom Group Limited (NSE: BCG | BSE: 532368), the leader in the Ad-Tech industry, has announced the signing of a definitive share purchase agreement to acquire 100% of Vuchi Media Private Limited, operating under the brand name of MediaMint.

MediaMint is an end-to-end digital consulting and digital operations provider specializing in Ad Operations, Campaign Management, Creative Services, Data Analytics, Platform Support, Dev Ops, and more.

TRANSACTION DETAILS

Brightcom Group acquired 100% of MediaMint for about Rs.566 crores in cash and stock.

- Rs. 360 crores in cash to be paid at closing.
 - Rs. 170 crores in BCG stock.
 - Rs. 36 crores to be paid in six months from closing.

MediaMint's Annualized Adjusted EBITDA is expected to be approximately Rs. 67 crores. MediaMint's Revenue for the FY22 March ending is expected to be Rs. 187 crores.

After the acquisition, MediaMint will continue its strong trajectory serving its growing list of enterprise and market-leading clients. MediaMint's leadership team, including Neelima Marupuru, Anush Kumar, Jason Riback and Aashay Paradkar, will continue to help guide the rapid growth of the business. Aditya Vuchi, Co-founder, will stay on for six months to ensure a smooth transition.

Tempus Legal is serving as the legal counsel and EY as exclusive financial advisor to Brightcom Group in this transaction.





Sathguru Management Consultants acted as sole transaction consultant for MediaMint.

ACQUISITION RATIONALE:

As the Advertising and Technology sector worldwide is witnessing massive growth due to an accelerating shift to online marketing, propelled by the pandemic. Brightcom's management is proactively expanding its backend capabilities to increase its capacity to capture new opportunities and execute on the strategic needs of its clients globally.

The addition of MediaMint's digital marketing operations experience will strengthen the Brightcom group's backend in supporting the anticipated sharp growth of the business across various sub-sectors of Digital advertising and media.

MediaMint employs over 1300 employees, servicing reputed international clients such as Pinterest, New York Times, Netflix, Cox Automotive and Expedia, to name a few.

MEDIAMINT: BRIEF DETAILS

MediaMint is renowned throughout the industry for its data and metrics-driven approach, enabling it to provide the flexibility, scalability, and efficiency needed to meet and exceed the performance demands of business leaders. MediaMint's unwavering focus on continuous improvement helps deliver EPIC results.

Founded in 2010, MediaMint is a bootstrapped company and has never raised any external capital. It supports display, video, and mobile advertising services for ad agencies, publishers, and platforms. The Company works closely with creative agencies, publishers, media buying firms and analytics platforms to deliver results for top brands. MediaMint has offices in India, Poland and the US.

The Company works on both retainer and services models and has a strong customer outreach strategy to grow the business significantly over the last few years. Strategies around audience-based measurement and tracking are quickly picking up, allowing MediaMint to lend





expertise to advertising firms in discovery mode and trying to figure out the best approaches for their campaigns.

"MediaMint will enable us to build more robust solutions and bring them to our customers faster. Additionally, we see the potential for strong organic growth in MediaMint's backend services business as well. They have built an excellent operation that can scale easily due to their high-quality systems. Further, the acquisition enhances our M&A strategy by having a more robust backend support model to improve future targets' operating efficiencies and expedite other synergy realization efforts. The MediaMint acquisition will be immediately and meaningfully accretive to our earnings," said Suresh Reddy, Chairman of the Brightcom Group.

"We are excited to join the Brightcom Group," said Neelima Marupuru, Co-founder of MediaMint. "Brightcom's history of developing and growing technology and operations business fits well with our ambition to expand the capabilities and access to talent in new regions."

"Our clients will continue to rely on the same great service and support from MediaMint, and we will now have the capacity to accelerate, even more, to enhance the flexibility, scalability and efficiency we endeavour to deliver to business leaders around the world," said Jason Riback, President at MediaMint. "We look forward to working alongside the BCG team to drive long term growth at the combined Company."

"MediaMint's founders Aditya and Neelima, along with the Company's executive management team, have built a top-tier organization. We believe adding them to the BCG family will benefit all parties. I want to take this opportunity to welcome them to our organization," said Peshwa Acharya, President of Brightcom Group.

ABOUT BRIGHTCOM GROUP:

Brightcom Group (Formerly, Lycos Internet Limited - incorporated in the year Jan-1999) is an Ad-Tech and Software Development Company, actively engaged in providing technical and economical solutions to Digital Advertisement, Marketing and Information Management sectors through tech, New Media, and IoT based businesses across the globe, primarily in the digital ecosystem.





Brightcom Group is a leading global provider of comprehensive Ad-Tech online marketing services to direct marketers, brand advertisers, and marketing agencies.

The Company is divided into three major divisions: (i) Media (Ad-Tech and digital marketing), (ii) Software services, and (iii) Future technologies. The Company's primary clients are end advertisers, agencies and publishers, but also include ad exchanges & networks.

Brightcom has 25 office locations and has about 1700 employees and consultants worldwide.

Brightcom client list contains some of the biggest names, i.e., Airtel, British Airways, Coca-Cola, Hyundai Motors, ICICI Bank, ITC, ING, Lenovo, LIC, Maruti Suzuki, MTV, P&G, Qatar Airways, Samsung, Viacom, Sony, Star India, Vodafone, Titan, and Unilever. Brightcom works with agencies like Havas Digital, JWT, Mediacom, Mindshare, Neo@Ogilvy, Ogilvy One, OMD, Satchi&Satchi, TBWA, and ZenithOptimedia, to name a few.

Brightcom Group ranks at 400 among Fortune 500 India companies.

DISCLAIMER:

This press release contains "forward-looking statements" - that is, statements related to future, not past, events. In this context, forward-looking statements often address our expected future business and financial performance and often contain words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "should", or "will." Forward-looking statements, by their nature, address matters that are, to different degrees, uncertain. For us, uncertainties arise from the behaviour of the financial and digital marketing industry, and fluctuations in exchange rates; from future integration of businesses; and numerous other matters of national, regional and global scale, including those of a political, economic, business, competitive or regulatory nature. These uncertainties may cause our actual future results to be materially different from those expressed in our forward-looking statements. We do not undertake to update our forward-looking statements.

