

**SECRETARIAL COMPLIANCE REPORT OF BRIGHTCOM GROUP LIMITED
FOR THE YEAR ENDED 31st MARCH, 2021**

I, Sudhanya Sengupta, Company Secretary in practice, have examined that :

- (a) all the documents and records made available to us and explanation provided by M/s. **BRIGHTCOM GROUP LIMITED** (CIN : L64203TG1999PLC030996) having its registered office at Floor : 5, Fairfield By Marriott Road No. 2, Nanakramguda, Gachibowli, Hyderabad TG 500032 IN, ("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 certification,

For the year ended 31st March, 2021 ("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;

- o *During the period under review the listed entity has allotted 3,14,00,000(Three Crore Fourteen Lakh) equity shares through Preferential Issue to Non-Promoters.*
- o *During the period under review the listed entity has gone for allotment of 34,00,00,000(Thirty Four Crore) convertible warrants on Preferential basis. However In-Principal approval received on 1st April,2021 from Exchanges for 33,18,45,000(Thirty*

Three Crore Eighteen Lakhs Forty Five Thousands Only) convertible Warrants.

- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

And based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) During the Review Period, no actions has been taken against the promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: *However, There has been a violation under regulation 17(1) of SEBI (LODR) Regulations, 2015 towards delay in appointment of 6th Director on Company's Board for which both BSE & NSE have imposed a penalty on the listed entity of ₹448400 each (inclusive GST) . However, the penalties have been waived off by the Exchanges after considering facts of the case and Company's representation.*
- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the previous year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions
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				taken by the listed entity.
There are no observations and accordingly no actions were taken				

Place: Kolkata
Date: 30..06.2021

Signature: 

Sudhanya Sengupta
Company Secretary in practice
FCS : 7057; CP No: 7756
UDIN :: F007057C000544132

