



December 28, 2020

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: Proceedings of the 21st Annual General Meeting (AGM) and Voting Results

Please find enclosed herewith the following in respect of 21st Annual General Meeting of the Company held on Monday, December 28, 2020 at 11.00 A.M through VC/OAVM:

1. Summary of the proceedings of the 21st AGM as required under Regulation 30 Part-A of the Schedule-III of the SEBI (LODR) Regulations, 2015 as **Annexure-I**.
2. Voting Results pursuant to Regulation 44 (3) of SEBI (LODR) Regulations, 2015 as **Annexure-II**
3. Report of the Scrutinizer dated December 28, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as **Annexure-III**

Request you to take the same on record and oblige.

Thanking you.

Yours faithfully,

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
Company Secretary & Compliance Officer
ACS - 39254

Encl.: A/a





Annexure-I

SUMMARY OF PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF BRIGHTCOM GROUP LIMITED HELD ON MONDAY, DECEMBER 28, 2020 AT 11:00 A.M. THROUGH VC/OAVM.

Directors Present through Video Conference:

- | | |
|------------------------------|------------------------------|
| 1. Mr. M. Suresh Kumar Reddy | Chairman & Managing Director |
| 2. Mr. Vijay Kancharla | Executive Director |
| 3. Mr. Peshwa Acharya | Independent Director |
| 4. Mr. Allam Raghunath | Independent Director |
| 5. Dr. K. Jayalakshmi Kumari | Independent Director |

In attendance through Video Conference:

- | | |
|-----------------------------|--|
| 1. Mr. Yepuri Srinivasa Rao | Chief Financial Officer |
| 2. Mr. Manohar Mollama | Company Secretary |
| 3. Mr. Chandra Babu Naidu | Statutory Auditors |
| 4. Mr. A. Sridhar | Scrutinizer for the 21 st AGM |
| 5. Ms. Jyoti Mohata | Secretarial Auditor |

Members Present and Proceedings:

No. of Members present through VC/OAVM: **143**

No. of Members present in Proxy: **Not Applicable**

Mr. M. Suresh Kumar Reddy, Chairman and Managing Director declared that the requisite quorum was present and opened the meeting.

The 21st Annual General Meeting (the AGM) commenced at 11:00 a.m. with a welcome note by the Company Secretary of the Company, Mr. Manohar Mollama.

The Chairman welcomed all the shareholders of the Company to the 21st AGM.

Mr. Vijay Kancharla, Executive Director welcomed Mr. Peshwa Acharya on the Board of Brightcom Group Limited.





The Company Secretary informed the shareholders that in view of the continuing Covid-19 pandemic, the 21st AGM was held in compliance with the General Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (“SEBI”) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company Secretary informed that the Company had enabled the shareholders to participate in the 21st AGM through the VC facility provided by CDSL.

Thereafter, the Chairman commenced his speech and gave an overview of the operations and the financial performance of the Company during FY 2020.

The Company Secretary informed that in compliance with the provisions of the Companies Act, 2013, read with applicable rules and the SEBI (LODR) Regulations, 2015, the Company had extended remote e-voting facility to all its members for voting on the resolutions. The remote e-voting facility commenced on December 25, 2020 at 9.00 a.m. (IST) and concluded on December 27, 2020 at 5.00 p.m. (IST). Members who have joined the meeting through VC and who had not cast their vote through remote e-voting were provided the option to cast vote through e-voting facility made available at the AGM.

The Company Secretary informed that Mr. A. Sridhar, Practicing Company Secretary (COP No 12011) was appointed to scrutinize the remote e-voting process and also e-voting at the AGM.

On the invitation of the Chairman, Shareholders who registered themselves as speakers participated in the meeting through audio mode. The Chairman responded to the queries of the Shareholders.

With the permission of the Shareholders’ present, the Company Secretary took the AGM Notice as read. The following items of business, as per the Notice of the 21st AGM were transacted at the meeting:

1. To receive, consider and adopt:

(a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors thereon; and





(b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of the Auditors thereon.

2. To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2020.

3. To re-appoint Mr. Vijay Kancharla (DIN: 02744217), who retires by rotation, and being eligible offers himself for the re-appointment.

4. To appoint Mr. Peshwa Acharya (DIN: 06558712) as an Independent Director of the Company.

5. To re-appoint Dr. K. Jayalakshmi Kumari (DIN: 03423518) as an Independent Director.

6. Issuance of Warrants convertible into Equity Shares on Preferential basis.

The Company Secretary then announced that the results of the e-voting will be informed to the Stock Exchanges once the Scrutinizer submits his report and also be placed on the website of the Company and CDSL.

The meeting was concluded at 11:45 AM with a vote of thanks by the Company Secretary.

For BRIGHTCOM GROUP LIMITED

Manohar Mollama

Company Secretary & Compliance Officer

ACS - 39254





Annexure-II

We would like to inform that the 21st Annual General Meeting (the AGM) of the Company was held on Monday, December 28, 2020 at 11.00 A.M through VC/OAVM.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the Members of the Company transacted the business as stated in the Notice of the 21st AGM.

The cut-off date for purpose of determining the shareholders eligible to vote was Monday, December 21, 2020.

BRIGHTCOM GROUP LIMITED	
Date of the AGM	December 28, 2020
Total number of shareholders on record date	59,876
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	10
Public:	133

The agenda wise disclosure of voting details is enclosed herewith.

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
Company Secretary & Compliance Officer
ACS - 39254

Copy to:

NSDL, CDSL and Aarthi Consultants Private Limited



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements (Standalone & Consolidated) together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		52870400	28.3293	52870400	0	100.0000	0.0000
	Poll	186627685						
	Postal Ballot (if applicable)							
	Total	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
Public- Institutions	E-Voting		3639289	64.5345	3639289	0	100.0000	0.0000
	Poll	5639289						
	Postal Ballot (if applicable)							
	Total	5639289	3639289	64.5345	3639289	0	100.0000	0.0000
Public- Non Institutions	E-Voting		114841586	36.4132	109348359	5493227	95.2167	4.7833
	Poll	315384525						
	Postal Ballot (if applicable)							
	Total	315384525	114841586	36.4132	109348359	5493227	95.2167	4.7833
Total	Total	507651499	171351275	33.7537	165858048	5493227	96.7942	3.2058
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
 Manohar Mollama
 Company Secretary
 M.No. A39254



Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare the final dividend on equity shares of the company for the FY ended March 31, 2020				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		52870400	28.3293	52870400	0	100.0000	0.0000
Public- Institutions	E-Voting	5639289	3639289	64.5345	2615501	1023788	71.8685	28.1315
	Poll							
	Postal Ballot (if applicable)							
	Total		3639289	64.5345	2615501	1023788	71.8685	28.1315
Public- Non Institutions	E-Voting	315384525	114841586	36.4132	113950115	891471	99.2237	0.7763
	Poll							
	Postal Ballot (if applicable)							
	Total		114841586	36.4132	113950115	891471	99.2237	0.7763
Total	Total	507651499	171351275	33.7537	169436016	1915259	98.8823	1.1177
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED


 Manohar Mollama
 Company Secretary
 M.No. A39254



Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Vijay Kancharla (DIN: 02744217), who retires by rotation, and being eligible offers himself for the appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		52870400	28.3293	52870400	0	100.0000	0.0000
	Poll	186627685						
	Postal Ballot (if applicable)							
	Total	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
Public- Institutions	E-Voting		3639289	64.5345	3042192	597097	83.5930	16.4070
	Poll	5639289						
	Postal Ballot (if applicable)							
	Total	5639289	3639289	64.5345	3042192	597097	83.5930	16.4070
Public- Non Institutions	E-Voting		114739686	36.3809	107108384	7631302	93.3490	6.6510
	Poll	315384525						
	Postal Ballot (if applicable)							
	Total	315384525	114739686	36.3809	107108384	7631302	93.3490	6.6510
Total	Total	507651499	171249375	33.7336	163020976	8228399	95.1951	4.8049
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED


 Manohar Mollama
 Company Secretary
 M.No. A39254



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Peshwa Acharya (DIN: 06558712) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		186627685	52870400	28.3293	52870400	0	100.0000
Public- Institutions	E-Voting	5639289	3639289	64.5345	3639289	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		5639289	3639289	64.5345	3639289	0	100.0000
Public- Non Institutions	E-Voting	315384525	114739686	36.3809	113696890	1042796	99.0912	0.9088
	Poll							
	Postal Ballot (if applicable)							
	Total		315384525	114739686	36.3809	113696890	1042796	99.0912
Total	Total	507651499	171249375	33.7336	170206579	1042796	99.3911	0.6089
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
Company Secretary
M.No. A39254



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Dr. K. Jayalakshmi Kumari (DIN: 03423518) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		52870400	28.3293	52870400	0	100.0000	0.0000
Public- Institutions	E-Voting	5639289	3639289	64.5345	3469636	169653	95.3383	4.6617
	Poll							
	Postal Ballot (if applicable)							
	Total		3639289	64.5345	3469636	169653	95.3383	4.6617
Public- Non Institutions	E-Voting	315384525	114638686	36.3489	100621909	14016777	87.7731	12.2269
	Poll							
	Postal Ballot (if applicable)							
	Total		114638686	36.3489	100621909	14016777	87.7731	12.2269
Total	Total	507651499	171148375	33.7138	156961945	14186430	91.7110	8.2890
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
Company Secretary
M.No. A39254



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issuance of Warrants convertible into Equity Shares on Preferential basis				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		52870400	28.3293	52870400	0	100.0000	0.0000
	Poll	186627685						
	Postal Ballot (if applicable)							
	Total	186627685	52870400	28.3293	52870400	0	100.0000	0.0000
Public- Institutions	E-Voting		3639289	64.5345	3517788	121501	96.6614	3.3386
	Poll	5639289						
	Postal Ballot (if applicable)							
	Total	5639289	3639289	64.5345	3517788	121501	96.6614	3.3386
Public- Non Institutions	E-Voting		114740586	36.3812	85995517	28745069	74.9478	25.0522
	Poll	315384525						
	Postal Ballot (if applicable)							
	Total	315384525	114740586	36.3812	85995517	28745069	74.9478	25.0522
Total	Total	507651499	171250275	33.7338	142383705	28866570	83.1436	16.8564
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For BRIGHTCOM GROUP LIMITED

M. Mollama
 Manohar Mollama
 Company Secretary
 M.No. A39254



A. Sridhar

Practicing Company Secretary



SCRUTINIZER'S REPORT

Annexure-III

To,

The Chairman

BRIGHTCOM GROUP LIMITED

(formerly Lycos Internet Limited)

Floor-5, Fairfield by Marriott,

Road No: 2, Nanakramguda, Gachibowli,

Hyderabad-500032, Telangana, India.

Dear Sir,

Combined Report on the remote e-voting and e-voting conducted at the 21st Annual General Meeting (AGM) of Brightcom Group Limited held on Monday, December 28, 2020 at 11.00 am through VC/OAVM.

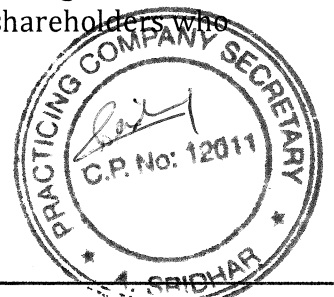
As per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means (remote e-voting) on all the resolutions contained in the notice of the AGM.

I, A. Sridhar, whole-time Practicing Company Secretary having COP number: 12011 was appointed as Scrutinizer by the Board of Directors of M/s. Brightcom Group Limited (the Company) for the purpose of scrutinizing the process of remote e-voting and e-voting on the day of 21st Annual General Meeting (AGM) of the Company on the resolutions contained in the Notice of 21st AGM of the members of the Company held through Video Conferencing (VC) at 11:00 a.m. on Monday, December 28, 2020 at Hyderabad.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means on the Resolution(s) contained in the notice of the AGM.

The Company had appointed Central Depository Services (India) Limited (CDSL), Hyderabad as the Service Provider, for providing the facility of remote e-voting to the shareholders of the Company from December 25, 2020 (9.00 a.m.) to December 27, 2020 (5.00 p.m.). The cut-off date for ascertaining the voting rights for the purpose of AGM, in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, was December 21, 2020.

The Company had provided the facility to attend the e-AGM through VC through the CDSL eVoting system along with the facility of e-voting on the date of AGM for the shareholders who could not participated in the remote e-voting.



H.No. 29-1380/94 , Road No.5, West Deendayal Nagar, Old Safilguda, Neredmet -500056.

Cell: +91-9989394290, Email: asridharcs@gmail.com

After completion of the proceedings and e-voting, the votes were unblocked at 11:45 a.m. on December 28, 2020. The details of e-voting were downloaded from CDSL system. Thereafter, I have reviewed and scrutinized the total voting and the votes were counted.

Number of members participated by way of remote e-voting: 354
Number of members participated in the e-voting on the day of AGM: 21
Total number of members participated in the voting: 375

I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-Voting and e-Voting on the day of 21st AGM. I shall be arranging to hand over these records to the Chairman of the 21st Annual General Meeting of the Company or to any other person as authorized by the Chairman, after confirmation and signing of the Minutes.

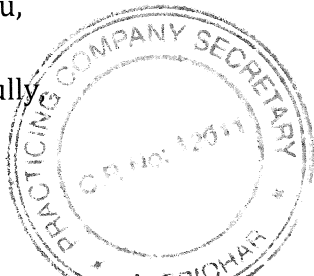
Based on the reports generated from the remote e-voting system provided by CDSL and e-Voting on the day of 21st AGM, I hereby submit the consolidated report of remote e-Voting and e-Voting on the day of 21st AGM as **Annexure-A**.

Thanking you,

Yours faithfully



A. Sridhar
Practicing Company Secretary
C.P.No: 12011



Place: Hyderabad

Date: December 28, 2020

UDIN: F009736B001704761

ANNEXURE -A

Item No.1- Adoption of the Audited Financial Statements (standalone & Consolidated) together with the reports of the Board of Directors and Auditors' thereon

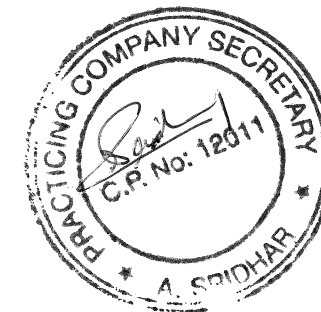
Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	375	171351275	342	165858048	96.79%	33	5493227	3.21%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	375	171351275	342	165858048	96.79%	33	5493227	3.21%	--	--

Item No.2- To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2020.

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	375	171351275	344	169436016	98.88%	31	1915259	1.12%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	375	171351275	344	169436016	98.88%	31	1915259	1.12%	--	--

Item No.3- To reappoint Mr. Vijay Kacnarla (DIN: 02744217) who retires by rotation and being eligible, offers himself for reappointment

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	373	171249375	328	163020976	95.20%	45	8228399	4.80%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	373	171249375	328	163020976	95.20%	45	8228399	4.80%	--	--



Item No.4- To appoint Mr. Peshwa Acharya (DIN: 06558712) as an Independent Director of the Company.

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	373	171249375	341	170206579	99.39%	32	1042796	0.61%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	373	171249375	341	170206579	99.39%	32	1042796	0.61%	--	--

Item No.5- To re-appoint Dr. K. Jayalakshmi Kumari (DIN: 03423518) as an Independent Director.

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	372	171148375	299	156961945	91.71%	73	14186430	8.29%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	372	171148375	299	156961945	91.71%	73	14186430	8.29%	--	--

Item No.6- Issuance of Warrants convertible into Equity Shares on Preferential basis.

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	374	171250275	257	142383705	83.14%	117	28866570	16.86%	--	--
Physical	0	0	0	0	0.00%	0	0	0	--	--
TOTAL	374	171250275	257	142383705	83.14%	117	28866570	16.86%	--	--

