



December 31, 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: Proceedings of the 22nd Annual General Meeting (AGM) and Voting Results

Please find enclosed herewith the following in respect of 22nd Annual General Meeting of the Company held on Friday, December 31, 2021 at 11.00 A.M through VC/OAVM:

1. Summary of the proceedings of the 22nd 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 31, 2021 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

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Encl.: A/a





Annexure-I

SUMMARY OF PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF BRIGHTCOM GROUP LIMITED HELD ON FRIDAY, DECEMBER 31, 2021 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	Non-Executive & Non Independent Director
4. Dr. K. Jayalakshmi Kumari	Independent Director
5. Dr. Surabhi Sinha	Independent Director
6. Mr. Nilendu Narayan Chakraborty	Independent Director

In attendance through Video Conference:

1. Mr. Yepuri Srinivasa Rao	Chief Financial Officer
2. Mr. Chandra Babu Naidu	Statutory Auditors
3. Mr. A. Sridhar	Scrutinizer for the 22 nd AGM
4. Ms. Sudhanya Sengupta	Secretarial Auditor

Members Present and Proceedings:

No. of Members present through VC/OAVM: **126**

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 22nd Annual General Meeting (the AGM) commenced at 11:00 a.m. with a welcome note by the Chairman.

The Chairman welcomed all the shareholders of the Company to the 22nd AGM.

The Chairman has thanked Mr. Raghunath Allam, who has completed his 2 tenures as an Independent Director of the Company for extending his continued support and relentless services to the Company.





The Chairman welcomed Mr. Nilendu Narayan Chakraborty on the Board of Brightcom Group Limited, who brings in his expertise in the field of Finance.

It was informed to the shareholders that in view of the continuing Covid-19 pandemic, the 22nd 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.

It was informed to the shareholders that the Company had enabled the shareholders to participate in the 22nd 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 2021.

It was informed to the shareholders 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 28, 2021 at 9.00 a.m. (IST) and concluded on December 30, 2021 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.

It was informed to the shareholders 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 Chairman took the AGM Notice as read. The following items of business, as per the Notice of the 22nd 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, 2021 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, 2021 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, 2021.
3. To re-appoint Mr. M. Suresh Kumar Reddy (DIN: 00140515), who retires by rotation, and being eligible offers himself for the re-appointment.
4. To appoint Mr. Nilendu Narayan Chakraborty (DIN: 07505277) as an Independent Director of the Company.
5. Issue of Equity Shares on a preferential basis.

It was 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 12:05 PM with a vote of thanks by the Chairman.

Thanking you,

Yours faithfully,

for **BRIGHTCOM GROUP LIMITED**

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515





Annexure-II

We would like to inform that the 22nd Annual General Meeting (the AGM) of the Company was held on Friday, December 31, 2021 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 22nd AGM.

The cut-off date for purpose of determining the shareholders eligible to vote was Friday, December 24, 2021.

BRIGHTCOM GROUP LIMITED	
Date of the AGM	December 31, 2021
Total number of shareholders on record date	2,08,479
<i>No. of shareholders present in the meeting either in person or through proxy:</i>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<i>No. of Shareholders attended the meeting through Video Conferencing</i>	
Promoters and Promoter Group:	9
Public:	117

The agenda wise disclosure of voting details is enclosed herewith.

Thanking you,

Yours faithfully,

for BRIGHTCOM GROUP LIMITED

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515


Copy to: NSDL, CDSL and Aarthi Consultants Private Limited



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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	233284604	20506979	8.7905	20506979	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		233284604	20506979	8.7905	20506979	0	100.0000
Public- Institutions	E-Voting	19466684	14899281	76.5373	14899281	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19466684	14899281	76.5373	14899281	0	100.0000
Public- Non Institutions	E-Voting	788881836	34949450	4.4303	31284223	3665227	89.5128	10.4872
	Poll							
	Postal Ballot (if applicable)							
	Total		788881836	34949450	4.4303	31284223	3665227	89.5128
Total		1041633124	70355710	6.7544	66690483	3665227	94.7904	5.2096
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Brightcom Group Limited



M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515



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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 financial year ended March 31, 2021				
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	233284604	20506979	8.7905	20506979	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		233284604	20506979	8.7905	20506979	0	100.0000
Public- Institutions	E-Voting	19466684	15376739	78.9900	15376739	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19466684	15376739	78.9900	15376739	0	100.0000
Public- Non Institutions	E-Voting	788881836	34949450	4.4303	34439665	509785	98.5414	1.4586
	Poll							
	Postal Ballot (if applicable)							
	Total		788881836	34949450	4.4303	34439665	509785	98.5414
Total		1041633124	70833168	6.8002	70323383	509785	99.2803	0.7197
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Brightcom Group Limited



M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To reappoint Mr. M. Suresh Kumar Reddy (DIN: 00140515) who retires by rotation and being eligible, offers himself for reappointment				
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	233284604	20506979	8.7905	20506979	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		233284604	20506979	8.7905	20506979	0	100.0000
Public- Institutions	E-Voting	19466684	14998584	77.0475	14844056	154528	98.9697	1.0303
	Poll							
	Postal Ballot (if applicable)							
	Total		19466684	14998584	77.0475	14844056	154528	98.9697
Public- Non Institutions	E-Voting	788881836	34945527	4.4298	34896759	48768	99.8604	0.1396
	Poll							
	Postal Ballot (if applicable)							
	Total		788881836	34945527	4.4298	34896759	48768	99.8604
Total		1041633124	70451090	6.7635	70247794	203296	99.7114	0.2886
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Brightcom Group Limited



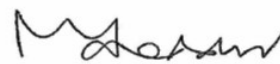
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515



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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. Nilendu Narayan Chakraborty (DIN: 07505277) 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	233284604	20506979	8.7905	20506979	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		233284604	20506979	8.7905	20506979	0	100.0000
Public- Institutions	E-Voting	19466684	15376739	78.9900	15376739	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19466684	15376739	78.9900	15376739	0	100.0000
Public- Non Institutions	E-Voting	788881836	34945527	4.4298	34896348	49179	99.8593	0.1407
	Poll							
	Postal Ballot (if applicable)							
	Total		788881836	34945527	4.4298	34896348	49179	99.8593
Total		1041633124	70829245	6.7998	70780066	49179	99.9306	0.0694
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Brightcom Group Limited



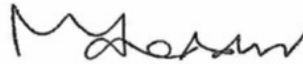
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515



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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Issue of Equity Shares on a 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	233284604	20506979	8.7905	20506979	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		233284604	20506979	8.7905	20506979	0	100.0000
Public- Institutions	E-Voting	19466684	15376739	78.9900	15376739	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		19466684	15376739	78.9900	15376739	0	100.0000
Public- Non Institutions	E-Voting	788881836	34886258	4.4222	34715710	170548	99.5111	0.4889
	Poll							
	Postal Ballot (if applicable)							
	Total		788881836	34886258	4.4222	34715710	170548	99.5111
Total		1041633124	70769976	6.7941	70599428	170548	99.7590	0.2410
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

For Brightcom Group Limited



M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515





SCRUTINIZER'S REPORT

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 22nd Annual General Meeting (AGM) of Brightcom Group Limited held on Friday, December 31, 2021 at 11.00 am through VC/OAVM.

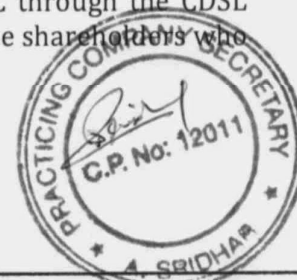
As per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic 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 22nd Annual General Meeting (AGM) of the Company on the resolutions contained in the Notice of 22nd AGM of the members of the Company held through Video Conferencing (VC) at 11:00 a.m. on Friday, December 31, 2021 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 28, 2021 (09:00 a.m.) to December 30, 2021 (05:00 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 24, 2021.

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.



After completion of the proceedings and e-voting, the votes were unblocked at 12:15 pm. on December 31, 2021. 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: 336

Number of members participated in the e-voting on the day of AGM: 13

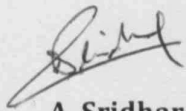
Total number of members participated in the voting: 349

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 22nd AGM. I shall be arranging to hand over these records to the Chairman of the 22nd 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 22nd AGM, I hereby submit the consolidated report of remote e-Voting and e-Voting on the day of 22nd AGM as **Annexure-A**.

Thanking you,

Yours faithfully,



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



Place: Hyderabad

Date: December 31, 2021

UDIN: F009736C002016642

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 Number of members voted	Total votes	Favour			Against			Invalid/Abstained	
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
E-voting	348	70355710	338	66690483	94.79%	10	3665227	5.21%	--	--
TOTAL	348	70355710	338	66690483	94.79%	10	3665227	5.21%	--	--

Item No.2- To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2021.

Mode	Total Number of members voted	Total votes	Favour			Against			Invalid/Abstained	
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
E-voting	349	70833168	333	70323383	99.28%	16	509785	0.72%	--	--
TOTAL	349	70833168	333	70323383	99.28%	16	509785	0.72%	--	--

Item No.3- To reappoint Mr. M. Suresh Kumar Reddy (DIN: 00140515) who retires by rotation and being eligible, offers himself for reappointment

Mode	Total Number of members voted	Total votes	Favour			Against			Invalid/Abstained	
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
E-voting	346	70451090	331	70247794	99.71%	15	203296	0.29%	--	--
TOTAL	346	70451090	331	70247794	99.71%	15	203296	0.29%	--	--



Item No.4- To appoint Mr. Nilendu Narayan Chakraborty (DIN: 07505277) as an Independent Director of the Company.

Mode	Total Number of members voted	Total votes	Favour			Against			Invalid/Abstained	
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
E-voting	347	70829245	331	70780066	99.93%	16	49179	0.07%	--	--
TOTAL	347	70829245	331	70780066	99.93%	16	49179	0.07%	--	--

Item No.5- Issue of Equity Shares on a preferential basis.

Mode	Total Number of members voted	Total votes	Favour			Against			Invalid/Abstained	
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
E-voting	347	70769976	321	70599428	99.76%	26	170548	0.24%	--	--
TOTAL	347	70769976	321	70599428	99.76%	26	170548	0.24%	--	--

