



## 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 400053

CIN: U93000MH2013PLC246147

Tel: +91 86523 69975

Website: www.brandbucketmediatech.in

E-mail: brandbucketmediatech@gmail.com

Date: 07/09/2023

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

Scrip Code - 543439

Subject: Outcome of Board Meeting held today i.e. Thursday, 7<sup>th</sup> September, 2023

Dear Sir/Madam,

In accordance with the provisions of Regulation 30 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the meeting of the Board of Directors of the Company held on today, has inter alia, considered and approved the following businesses:

1. Approved the Resignation of Mr. Ramiz Rashid Sayyed (DIN: 09794995) from the post of Director of the Company.
2. Approved the proposal of an increase in limit up to Rs. 100 Crores to make investments, loan/guarantees & advances in excess of limits specified under section 186 of the Companies Act, 2013, in supersession of all earlier resolutions passed and subject to the shareholder's approval in ensuing Annual General Meeting ("AGM");
3. Approved the proposal of an increase in limit up to Rs. 100 Crores of Related Party Transaction and obtain members' approval in the ensuing Annual General Meeting of the Company, subject to the shareholder's approval in the upcoming AGM;
4. Approved the proposal of increase in limit up to Rs. 100 Crores of borrowing power in excess of limits specified under section 180 (1) (c) of the Companies Act, 2013, in supersession of all earlier resolutions passed and subject to the shareholder's approval in upcoming AGM;
5. Approved and adopted the Directors Report along with all necessary annexure thereof for the FY 2022-2023;
6. Approved the Acquisition of 15,92,279 equity shares at a price of Rs. 272 per share i.e. 100% equity shareholding of Binarycode IT And Consulting Private Limited for a total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crore Thirty Lakhs Ninety Nine Lakhs Eight Hundred Eighty Eight Only) by issuance and allotment of up to 1,27,38,232 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 34/- (Rupees Thirty Four Only) per equity share (including a premium of Rs. 24/- per share)



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determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) to the shareholders of Binarycode IT and Consulting Private Limited. Pursuant to this acquisition Binarycode IT and Consulting Private Limited will become the wholly owned subsidiary of Brandbucket Media & Technology Limited.

The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-A**.

7. Approved offer, Issue and Allot 1,27,38,232 Equity Shares of face value Rs. 10/- at a price of Rs. 34/- (Rupees Thirty Four) per share (including premium of Rs. 24/- per share) on Preferential Basis to Non-promoters for consideration other than cash (share swap) to the shareholders of Binarycode IT and Consulting Private Limited.

The details as required to be disclosed under Regulation 30 of the Listing Regulations read with SEBI Circular, is enclosed herewith as **Annexure-B**.

8. Approved the day, date, time and venue for Annual General Meeting of the Company;
9. Approved the Notice for Annual General Meeting (AGM) of the Company;
10. Approved and fix the date for book closure (Register of Member);
11. Appointed Mr. Brajesh Gupta, Practicing Company Secretary (Membership No. ACS- 33070), proprietor of M/s. Brajesh Gupta & Co. as Scrutinizer for conducting voting / poll process for General Meeting of the Company; and
12. Authorized to Managing Director, Executive Director or Company Secretary of the Company to be responsible for conducting AGM and the entire poll process and voting in fair and transparent manner.

The meeting was started at 6:30 p.m. and concluded at 09:15 p.m.

Kindly take the same on record

**Thanking You,  
Yours Faithfully,**

**For Brandbucket Media & Technology Limited**

**Sanjiv Hasmukh Shah  
Director  
DIN: 06709778**



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### "Annexure A"

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	Binarycode IT and Consulting Private Limited CIN: U72100MH2020PTC339135 Authorised Capital: 2,00,00,000 Paid up Capital: 1,59,22,790 Turnover as at March 31, 2023 (Audited): Rs. 8,96,45,120
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".	The acquisition of shares of Binarycode IT and Consulting Private Limited by the Company does not fall under related party transactions with Company/group companies
3.	Industry to which the entity being acquired belongs.	IT Consulting
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).	Entering into new business segment for diversification of business, this acquisition will help to diversify its business and benefit with the already existing established business.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	No governmental or regulatory approvals required for the acquisition.
6.	Indicative time period for completion of the acquisition.	The Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of date of the approval/ permission required for allotment under the preferential issue 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 the proposed allottees.
7.	Nature of consideration -whether cash consideration or share swap and details of the same.	Issue of shares for consideration other than cash (Share Swap)



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		<p>The Company will issue and allot 1,27,38,232 fully paid-up equity shares having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 34.00/- (Rupees Thirty Four Only) per share (including premium of Rs. 24/- per share) which is the price determined in accordance with chapter V of the SEBI ICDR Regulations per equity share for consideration other than cash (share swap), being discharge of total purchase consideration of Rs 43,30,99,888/- (Rupees Forty Three Crore Thirty Lakhs Ninety Nine Thousand Eight Hundred Eighty Eight Only) for the acquisition of up to 15,92,279 equity shares of Binarycode IT and Consulting Private Limited at a price of Rs. 272/- (Rupees Two Hundred Seventy Two Only) per equity share from Binarycode IT and Consulting Private Limited's shareholders.</p>
8.	Cost of acquisition or the price at which the shares are acquired.	<p>Acquisition of up to 15,92,279 equity shares of Binarycode IT and Consulting Private Limited for a total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty Three Crore Thirty Lakhs Ninety Nine Thousand Eight Hundred Eighty Eight Only) at a price of Rs. 272/- (Rupees Two Hundred Seventy Two) per equity share by issuance and allotment of up to 1,27,38,232 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 34/- (Rupees Thirty Four Only) per equity share (including a premium of Rs. 24/- per share) determined in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), for a consideration other than cash (share swap) (for discharge of entire purchase consideration) from the shareholders of Binarycode IT and Consulting Private Limited.</p>
9.	Percentage of shareholding / control acquired and / or number of shares acquired.	<p>100% of the shareholding in Binarycode IT and Consulting Private Limited. Thus making it the wholly owned subsidiary of the Company.</p>



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### "Annexure B"

Sr. No.	Particulars	Issue of Equity Shares of the Company for Consideration Other than Cash (Share Swap)
1.	Type of Securities proposed to be issued (viz. Equity Shares, Convertibles etc.)	Equity Shares of face value Re. 10/- per share.
2.	Type of Issuance (further public Preferential Allotment offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,27,38,235 Equity Shares of face value Re. 10/- per share.
4.	Issue Price	Issue at price of Rs. 34/- (including premium of Rs. 24/-) as determined under Chapter V of SEBI ICDR Regulations.
5.	Names of the Investors	As per the shareholding Pattern of Binarycode IT and Consulting Private Limited.
6.	Tenure/ Conversion	Not Applicable