



December 09, 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: Notice of the 22nd Annual General Meeting (the "AGM") of Brightcom Group Limited

Pursuant to the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find the Notice convening 22nd Annual General Meeting of the Members of Brightcom Group Limited scheduled to be held on Friday, the 31st day of December 2021 @ 11:00 AM through Video Conferencing/Other Audio-Visual Means.

Book closure is being fixed from Saturday, December 25, 2021 to Friday, December 31, 2021 (both days inclusive) for the purpose of the 22nd Annual General Meeting.

The Annual Report is also available on the Company's website at www.brightcomgroup.com

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





NOTICE OF 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting (AGM) of the members of Brightcom Group Limited (CIN: L64203TG1999PLC030996) (the **Company**) will be held on **Friday, the 31st day of December 2021, at 11.00 a.m.** through Video Conferencing (VC) facility/ Other Audio Visual Means ("OAVM") and deemed venue of AGM is at the registered office of the Company situated at Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India - 500032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- 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
- the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the report of the Auditors thereon.

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted"

2. To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2021.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a final dividend for the year ended March 31, 2021 at the rate of Rs. 0.05/- per equity share of Rs.2/-each fully paid-up be and is hereby declared and paid to the Members whose names appear in the Register of Members as on December 24, 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.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT, pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. M. Suresh Kumar Reddy (DIN: 00140515) as Director, to the extent that he is required to retire by rotation and continue as Executive Director of the Company as per the approval accorded by the Members at the 20th Annual General Meeting of the Company held on September 27, 2019 and as revised/amended from time to time."

SPECIAL BUSINESS:

4. **To appoint Mr. Nilendu Narayan Chakraborty (DIN: 07505277) as an Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nilendu Narayan Chakraborty (DIN: 07505277), who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive & Independent Director on December 09, 2021 and who holds office as Independent Director up to the conclusion of ensuing annual general meeting and has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI (LODR) Regulations, 2015, as amended and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from December 09, 2021 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Director(s)/ Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

5. **Issue of Equity Shares on a preferential basis**

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the **"Act"**), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "**SEBI (ICDR) Regulations**"), the SEBI (Substantial Acquisition of Shares & Takeovers) (Amendment) Regulations, 2021 ("**SEBI Takeover Regulations**"), to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the "**Stock Exchanges**") and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in terms of the Agreement executed by the Company in relation to the acquisition of 100% of the equity shares ("**Sale Shares**") of Vuchi Media Private Limited from its shareholders ("**Sellers**"), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate 1,40,70,000 (One Crore and Forty Lakhs Seventy Thousand only) time, in one or more tranches, up to equity shares ("**Equity Shares**") of face value of ₹2/- (Rupees Two only) each at a

price of Rs.120.02 (Rupees One Hundred & Twenty and Two Paise only) each (including premium of Rs.118.02) (Rupees One Hundred & Eighteen and Two Paise only) per equity shares for consideration other than cash (being discharge of part of purchase consideration for the Acquisition Transaction) in context of issue and allotment of equity shares of the Company aggregating to (Rs. 168,86,81,399) (Rupees One Hundred & Sixty-Eight Crore Eighty-Six Lakhs Eighty-One Thousand Three Hundred and Ninety-Nine only) under Non-Promoter Category by way of preferential allotment of equity shares to the persons mentioned herein below (collectively referred to as "**Proposed Allottees**") as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder."

Sl. No.	Allottee Name	No. of Shares
1	Aditya Vuchi	55,87,724
2	Neelima Marupuru	55,87,724
3	Sunil Kumar Varma Potturi	5,41,991
4	Vuchi Media Employee Welfare Trust	23,52,562
Total		1,40,70,000

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Proposed Allottees by way of a preferential issue or allotment shall inter-alia be subject to the following:

- The equity shares shall be issued and allotted by the Company to Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- The "**Relevant Date**" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is Wednesday, December 01, 2021, being 30 days prior to the date of this Annual General Meeting (AGM);
- The equity shares to be offered, issued and allotted shall be subject to lock-in as provided



under the applicable provisions of SEBI (ICDR) Regulations, 2018, as amended from time to time;

- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The equity shares so offered, issued and allotted to Proposed Allottees (being the Sellers), are being issued for consideration other than cash, being discharge of part of the purchase consideration for acquisition of the Sale Shares pursuant to the Acquisition Transaction from the Sellers, and the transfer of Sale Shares to the Company will constitute full consideration for the equity shares to be issued by the Company to the Proposed Allottees pursuant to this resolution; and

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue and consequent proportionate change (subject to rounding off adjustments) to the number of equity shares to be allotted to GSO, finalizing the terms of definitive agreements and other related agreements/documents to be executed and amendments thereto, provide any clarifications related to issue and allotment of equity shares, listing of equity shares on Stock Exchanges and is authorised to prepare, execute and enter into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors) and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities

and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

For and on behalf of the Board of Directors

Place: Hyderabad
Date: December 09, 2021

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

Registered Office:

Floor-5, Fairfield by Marriott,
Road No: 2, Nanakramguda, Gachibowli,
Hyderabad – 500032, Telangana, India.
CIN: L64203TG1999PLC030996
Email: ir@brightcomgroup.com;
Web: www.brightcomgroup.com
Tel: +91 40 67449910 Fax: +91 22 66459677

Notes to AGM Notice:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular No. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to Covid-19 pandemic” and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

The Board of Directors of the Company at its meeting held on December 09, 2021 concluded that the special business under 4 to 5, are critical and considered unavoidable, and hence need to be transacted at the 22nd AGM of the Company.

- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice. In terms of the said circulars, the 22nd AGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per Note No. 20 and available at the Company’s website www.brightcomgroup.com.

Deemed Venue for the AGM shall be registered office of the Company.

Company is providing VC/OAVM facility to its members to attend the 22nd AGM through Central Depository services Limited (CDSL).

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of this notes.

[Detailed procedure for participation in the meeting is mentioned in Note No. 20.]

- In line with the aforesaid Circulars, the Notice of AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose

email addresses are registered with the Company/ Depositories as on Friday, December 03, 2021. Members may note that Notice and Annual Report 2020-21 can also be accessed from the website of the Company at www.brightcomgroup.com websites of the Stock Exchange(s) www.bseindia.com and www.nseindia.com, website of CDSL (agency for providing the remote / venue e-voting facility) www.evotingindia.com.

- The VC/OAVM facility for shareholders to join the meeting, shall be kept open 15 minutes before the start of the AGM (i.e., 10.45 am) and shall be closed on expiry of 15 minutes after start of the AGM (i.e., 11.15 am).
- Pursuant to the MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Institutional/Corporate shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to asridharcs@gmail.com to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. The Register of members and share transfer books of the Company will remain closed from **Saturday, December 25, 2021 to Friday, December 31, 2021** (both days inclusive) for the purpose of AGM.
- The detailed procedure and instruction for e-voting is mentioned in **Note No. 16**.

In line with aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent (RTA)/ Depositories. The Notice convening the 22nd AGM has been uploaded on the website of the Company at www.brightcomgroup.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.



8. The statutory registers under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company at ir@brightcomgroup.com.
9. Members seeking any information with regard to accounts or any other information are requested to write to the Company **at least 5 days** before the meeting so as to enable the management to keep the information ready.
10. No physical copy of the notice of the AGM and the Annual Report for the year 2020-21 has been sent to members who have not registered their e-mail addresses with the company/depository participants. However, Members will be entitled to a physical copy of the Annual Report for the year 2020-21, free of cost, upon sending a request to the Company Secretary at Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India - 500032 once normalcy is restored.
11. Members who have not yet registered their e-mail address may register the same by following the procedure laid down in **Note No 18**.
12. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
- Further, as per Regulation 40 of Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from 1st April, 2019, except in case of request for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact Company / RTA for assistance in this regard.
13. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. Members, who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.
14. The Company's Statutory Auditors, PCN & Associates (Formerly Known as Chandra Babu Naidu & Co.,) Chartered Accountants, FRN: 016016S, were appointed as Statutory Auditors of the Company for a period of Five (5) consecutive years at the AGM of the Members held on September 27, 2017 on remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from

September 27, 2017, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.

15. Members who have not encashed the dividend warrant(s) for the financial year ended March 31, 2013 onwards are requested to make their claims directly to the Company or to M/s Aarthi Consultants Private Limited at info@aarthicconsultants.com & aarthicconsultants@gmail.com without any delay. The details of due date for transfer of unclaimed dividend to IEPF are available on the website of the company at www.brightcomgroup.com.

Further it is informed to the members that pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

Members who have not encashed their dividend warrants are requested to make their claims to RTA (info@aarthicconsultants.com) or Company (ir@brightcomgroup.com).

The Board of Directors of the Company at their meeting held on June 28, 2021 has recommended a dividend of Rs. 0.05/- (i.e., 0.25%) per equity share of Rs.2/- face value, for the financial year 2020-21. Dividend if declared at the AGM will be deposited on or before January 29, 2022. The dividend, if approved at the 22nd AGM, will be paid to those members whose names appear on the registrar of members of the Company as on Friday, December 24, 2021.

If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be paid within 30 days from the date of AGM as under:

- To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".
- To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the closure of business hours.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with

effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/ MIRSD/RTAMB/ CIR /P/ 2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for relodgement of transfer deeds and the shares that are relodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited Email Id: info@aarthicconsultants.com

- Pursuant to Finance Act, 2020 dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to info@aarthicconsultants.com Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- Updating of bank mandate for receiving dividends directly in bank account through Electronic Clearing

System or any other electronic means in a timely manner:

Shares held in physical form: Members are requested to send a scanned copy of the following details/documents at info@aarthicconsultants.com at the earliest.

- Signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - Bank Name and Branch of Bank, Bank Account type and 11 digit IFSC Code;
 - Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;

- Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- Self-attested scanned copy of the PAN Card; and
- Self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DP).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

- The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other technical reasons like change in IFSC, inactive account etc., the Company shall dispatch the dividend warrant/ bankers' cheque/ demand draft to such members through postal or courier services to their registered address.
- Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/respective DPs as may be applicable. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

Consolidation of Physical Share Certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.



- ix. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

16. Process and manner for members voting through Electronic means:

- a) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the General Meetings of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 14/2020 dated 5th May, 2020. The fourth coming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., **Friday, December 24, 2021**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e., Friday, December 24, 2021 shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or e-voting

system on the date of the AGM by following the procedure mentioned in this part.

- d) The remote e-voting will commence on Tuesday, December 28, 2021 at 9.00 a.m. and will end on Thursday, December 30, 2021 at 5.00 p.m. Members who could not vote thru Remote e-voting may avail the e-voting system on the date of AGM i.e., Friday, December 31, 2021 which will commence from 11:00 am and will end after the conclusion of AGM. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Friday, December 24, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, December 24, 2021.
- g) The Company has appointed Mr. A. Sridhar, Practising Company Secretary (C.P. No. 12011), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

17. Note for Non - Individual Shareholders and Custodians

- a) Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be

uploaded in PDF format in the system for the scrutinizer to verify the same.

- f) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- h) All grievances connected with the facility for voting by electronic means may be addressed to Sri. Rakesh Dalvi (022-23058542) Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

18. Process for those members whose email ids are not registered:

- a) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to ir@brightcomgroup.com and info@aarthiconsultants.com
- b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to info@aarthiconsultants.com.

(Detailed procedure in this regard is laid down in our intimation to Stock Exchange(s) by the name of "Request to Shareholders to Register Email Address" on 17th July, 2020)

19. The instructions for shareholders for remote e-voting are as under:

- a) The voting period begins on Tuesday, December 28, 2021 at 09.00 a.m. and ends on Thursday, December 30, 2021 at 05.00 p.m. Members who could not vote thru Remote e-voting may avail the e-voting system on the date of AGM i.e., Friday, December 31, 2021 which will commence

from 11:00 am and will end after the conclusion of AGM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, December 24, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Brightcom Group Limited on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot



Password & enter the details as prompted by the system.

p) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ir@brightcomgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

20. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- j) If any Votes are cast by the shareholders through the e-voting available during the EGM/ AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- 21.** The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.brightcomgroup.com and on the website of CDSL i.e., www.cdslindia.com within three days of the

passing of the Notice Resolutions at the 22nd AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

CONTACT DETAILS:

Company	Brightcom Group Limited Phone: +91 (40) 67449910 E-mail: ir@brightcomgroup.com Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India - 500032
Registrar and Transfer Agent:	Aarthi Consultants Private Limited Phone: 040-27638111/ 27642217 / 27634445 Email: info@arthiconsultants.com
e-Voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: +91-22-22723333/8588
Scrutinizer	Mr. A. Sridhar Practicing Company Secretary Phone: 99893 94290 E-mail: asridharcs@gmail.com



ANNEXURE TO NOTICE:

Information provided pursuant to requirements given under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard in respect of individuals proposed to be appointed/ re-appointed as Director(s):

Name of Director	Mr. M. Suresh Kumar Reddy	Mr. Nilendu Narayan Chakraborty
Director Identification Number	00140515	07505277
Date of Birth	25.10.1966	14.05.1966
Date of first Appointment	26.06.2012	09.12.2021
Qualification	Master of Science from Iowa State University and B.Tech from IIT, Kharagpur	Chartered Accountant
Category	Chairman & Managing Director	Non-Executive and Independent Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as a director liable to retire by rotation. No remuneration is being paid. Reappointment as the Chairman and Managing Director of the Company for a period of 5 (five) years w.e.f. April 1, 2019. The Directors have been appointed in terms of the provisions of Companies Act, 2013 and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, the Directors are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.	Appointment as Non-Executive and Independent Director of the Company for a period of 5 (five) years w.e.f. 09.12.2021.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. M. Suresh Kumar Reddy and other directors.	There is no inter-se relationship between Mr. Nilendu Narayan Chakraborty and other Directors & KMPs.
*Directorships held in other Companies and Bodies Corporate as on March 31, 2021.	NIL	NIL.
Chairman / Member of the Committee of the Board of Directors of the Company	Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee	NIL
No. of Board Meetings attended during the year	Please refer to Corporate Governance Report which forms a part of this Annual Report.	N.A
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2021	NIL	N.A
No. of Equity Shares of Rs.2/- held in the Company as on 31.03.2021	75,284,653	NIL

*(Excluding Private, Section 8 Companies & Foreign Companies)

Brief Profile and Area of Expertise

Mr. M. Suresh Kumar Reddy

Mr. M. Suresh Kumar Reddy (DIN: 00140515) is one of the main Promoters and has been associated with the Company as Chairman & Managing Director.

Suresh is the Chairman & Managing Director of Brightcom Group. An entrepreneur with a commitment to building high value businesses, Suresh is responsible for promoting the success of the group and its worldwide functions and sustainability. With over a decade of online marketing and advertising experience, he has a strong understanding of building effective cross-country and cross-cultural business operations. He directs and supervises the group's strategy and its implementation globally.

Prior to co-founding two successful companies USA Greetings and Ybrant Technologies, he worked in various roles across different industries in Fortune 500

companies, such as Caterpillar, Chrysler, SBC(PacBell) and Charles Schwab.

Mr. Nilendu Narayan Chakraborty:

Mr Nilendu is a qualified Chartered Accountant currently working as a Group Financial Controller at Abu Hani Establishment LLC, Muscat, Oman. He has vast experience of over two decades in the financial sector.

He is a results-driven and detail-oriented Group Financial Controller with 12+ years of leadership experience overseeing (1000+) employees in cross-functional departments in multi-industry private businesses. He has streamlined business efficiencies in large corporates by enhancing risk controls, financial reporting systems, information systems and budgetary controls. He is renowned for conceptualizing, developing and executing new business lines. He does all that through excellent client relationships and good contract negotiations with International suppliers, financing institutions, distributors and related external parties.

Explanatory statement pursuant to section 102 of the Companies Act, 2013 and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item no. 4:

Mr. Nilendu Narayan Chakraborty (DIN: 07505277) was appointed as an Additional Director under the category of Non-Executive & Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from December 09, 2021. He holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience, the association of Mr. Nilendu Narayan Chakraborty would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Nilendu Narayan Chakraborty as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Companies Act, 2013 and provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as specified therein.

Mr. Nilendu Narayan Chakraborty is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as an Independent Director.

The Company has also received declaration from Mr. Nilendu Narayan Chakraborty that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (LODR) Regulations, 2015

In the opinion of the Board, Mr. Nilendu Narayan Chakraborty fulfils the conditions for appointment as Independent Directors as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

Additional information of Mr. Nilendu Narayan Chakraborty, whose appointment as Independent Director is proposed at Item No. 4 provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of letter of appointment of Mr. Nilendu Narayan Chakraborty setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Except Mr. Nilendu Narayan Chakraborty and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item no. 5:

The Company, signed a definitive Share Purchase Agreement (SPA) to acquire 100% of Vuchi Media Private Limited at an enterprise value of Rs. 566 Crore. Purchase consideration to Sellers will be settled through payment of Rs. 396 Crore in Cash and allotment of 1,40,70,000 Equity Shares as mentioned in resolution of Item No - 5 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations, 2018 and shareholders' approval.

The Board of Directors of the Company at its meeting held on December 09, 2021, approved to the offer, issue and allot 1,40,70,000 (One Crore and Forty Lakhs Seventy Thousand only) equity shares of face value of Rs.2/- (Rupees Two only) each of the Company at a price of Rs.120.02 (Rupees One Hundred & Twenty and Two Paise only) each (including premium of Rs.118.02) (Rupees One Hundred & Eighteen and Two Paise only) each equity shares by way of preferential issue of equity shares in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or a combination thereof, up to an aggregate amount of (Rs. 168,86,81,399) (Rupees One Hundred & Sixty-Eight Crore Eighty-Six Lakhs Eighty-One Thousand Three Hundred and Ninety-Nine only), subject to approval of shareholders.

The disclosures under Resolution No.5 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:

1. Objects of the Issue:

The Company, signed a definitive Share Purchase Agreement (SPA) to acquire 100% equity shares of Rs.10/ each, of Vuchi Media Private Limited at an enterprise value of Rs. 566 Crore. Purchase consideration to Sellers will be settled through payment of Rs. 396 Crore in Cash and allotment of 1,40,70,000 Equity Shares as mentioned in resolution of Item No. 5 in this notice and explanatory statement, subject to SEBI (ICDR) Regulations, 2018 and shareholders' approval.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 1,40,70,000 (One Crore and Forty Lakhs Seventy Thousand only) equity shares of face value of ₹2/- (Rupees Two only) each of the Company at Rs.120.02 (Rupees One Hundred & Twenty and Two Paise only) each (including premium of Rs.118.02) (Rupees One Hundred & Eighteen and Two Paise only).



3. Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited ("NSE") in accordance with SEBI (ICDR) Regulations, 2018. For the purpose of computation of the allotment price per equity share, National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume during the preceding 26 weeks prior to the Relevant Date has been considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date;

or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at Rs.120.02 (Rupees One Hundred & Twenty and Two Paise only) which is the price

7. The shareholding pattern of the Company before the proposed issue and after the proposed preferential issue of equity shares and conversion of warrants into equity shares as follows:

Sl. No.	Category	PRE - ISSUE		ALLOTMENT	POST ISSUE#	
		No. of shares held	% of Shareholding	No. of Shares	No. of Shares held	% of Shareholding
A. Promoter's Holding:						
1	Indian					
	Individual / Hindu undivided Family	84375983	8.10	0	84375983	7.99
	Bodies Corporate					
	Sub Total	84375983	8.10	0	84375983	7.99
2	Foreign					
	Individuals (Non-Resident Individuals / Foreign Individuals)	115216998	11.06	0	115216998	10.91
	Bodies Corporate	33691623	3.23	0	33691623	3.19
	Sub Total	148908621	14.30	0	148908621	14.11
	Sub Total (A)	233284604	22.40	0	233284604	22.10
B. Non-Promoter's Holding:						
1	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor	4001222	0.38	0	4001222	0.38
	Foreign Body Corporate					
2	Central government / State Government(s) / President of India					

as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations, 2018.

4. Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity and individuals which does not form part of Promoter & Promoter group.

6. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is Wednesday, December 01, 2021 being the date thirty days prior to the date on which the meeting of shareholders' resolution is passed.

Sl. No.	Category	PRE - ISSUE		ALLOTMENT	POST ISSUE#	
		No. of shares held	% of Shareholding	No. of Shares	No. of Shares held	% of Shareholding
3	Non-Institution Investors					
	Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	125362352	12.04	0	125362352	11.87
	Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakhs	216489860	20.78	11717438	228207298	21.62
	NBFCs registered with RBI	65000	0.01		65000	0.01
	Employee Trusts					
	Any others					
	Employees	266250	0.03		266250	0.03
	Non resident Indians	88842163	8.53		88842163	8.42
	Bodies Corporate	339535033	32.60		339535033	32.16
	Overseas Corporate Bodies	29750000	2.86		29750000	2.82
	Clearing Members	3134140	0.30		3134140	0.30
	Trusts	902500	0.09	2352562	3255062	0.31
	Sub Total (B)	808348520	77.60	14070000	822418520	77.90
	GRAND TOTAL (A + B)	1041633124	100.00	14070000	1055703124	100.00
C. Non Promoter - Non Public						
	Shares underlying DRs					
	Shares held by Employee Trust					
	GRAND TOTAL (A + B + C)	1041633124	100.00	14070000	1055703124	100.00

Note:-

- The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
- The pre-issue shareholding pattern is as on September 30, 2021 (latest quarterly filings done with the Stock Exchanges) as the notice was approved as on December 09, 2021

#The post-issue shareholding percentage is calculated considering the issue and allotment of 1,40,70,000 equity shares under the current preferential issue which forms a part of this Notice as resolution no. 5. We have not considered the 61,90,000 warrants allotted on April 15, 2021 which are pending for conversion and the 14,01,50,000 equity shares & 1,50,00,000 warrants under the preferential issue as approved by the Board in its meeting held on September 16, 2021 and approved by the Shareholders through Postal Ballot on October 20, 2021 which are yet to be allotted.

8. Proposal / Intention of Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any Equity Shares pursuant to this preferential issue.

9. Proposed time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the

event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.



11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2021 till the date of this Notice, the Company has allotted 33,18,45,000 warrants to 54 below mentioned allottees under preferential basis and out of which, 32,56,55,000 Equity Shares were allotted to 50 allottees upon conversion of warrants into equity by paying 100% of the price consideration i.e., ₹7.70/- per equity share of ₹2/- each fully paid-up (including a premium of ₹5.70/- per equity share) and the balance of 61,90,000 warrants belonging to 4 allottees are pending for conversion. The list of 54 allottees along with number of warrants allotted to them on April 15, 2021 are given below:

Sl. No.	Name of the Allottee	No. of Warrants	Price (₹)
1	ARADHANA COMMOSALES LLP	5,00,00,000	7.70
2	SARITA COMMOSALES LLP	5,00,00,000	7.70
3	MANGAL COMPUSOLUTION PVT LTD	4,00,00,000	7.70
4	KALPANA COMMOSALES LLP	2,50,00,000	7.70
5	SAHITAY COMMOSALES LLP	2,50,00,000	7.70
6	HANSRAJ COMMOSALES LLP	2,40,00,000	7.70
7	SUBRATO SAHA	2,20,00,000	7.70
8	SHALINI SALES LLP	2,00,00,000	7.70
9	PARUL PARIMAL MEHTA	1,00,00,000	7.70
10	PANKTI COMMOSALES LLP	1,00,00,000	7.70
11	LEPTON SOFTWARE TRADING FZCO	54,00,000	7.70
12	TALISMAN SECURITIES PVT LTD	50,00,000	7.70
13	PALACE HEIGHTS AVENUES LLP	45,00,000	7.70
14	ANKIT KUMAR ALYA	40,00,000	7.70
15	VINITA JAIN	38,25,000	7.70
16	Y SURYANARAYANA RAJU	35,00,000	7.70
17	GAUTAM GOPIKISHAN MAKHARIA	25,00,000	7.70
18	PUNEET GOPIKISHAN MAKHARIA	25,00,000	7.70
19	SANJIB HIRENDRA CHAKRABORTY	25,00,000	7.70
20	CHERUKURU SRINIVASA RAO	15,00,000	7.70
21	RUSHIDA RAHUL MEHTA	15,00,000	7.70
22	AYAZ AMIR MANJEE	10,00,000	7.70
23	SHIVKRISHNA HARAKCHAND DAMANI	10,00,000	7.70
24	MANJU SHIVKRISHNA DAMANI	10,00,000	7.70
25	VARUN SHIVKRISHNA DAMANI	10,00,000	7.70
26	PRERNA VARUN DAMANI	10,00,000	7.70
27	POOJA RAJENDRA PRASAD PODDAR	10,00,000	7.70
28	RAJENDRA PRASAD PODDAR	10,00,000	7.70
29	SUSHILA DEVI PODDAR	10,00,000	7.70
30	ASIF ISMAIL ATHANIYA	10,00,000	7.70
31	RAGHUNATH NAIDU KODIDINI	8,00,000	7.70
32	SIDDHARTH DUBEY	7,50,000	7.70
33	LEPTON SOFTWARE PTE LTD	6,00,000	7.70
34	MLS SUDHEER	6,00,000	7.70
35	PATLOLLA PRASHANTH REDDY	5,00,000	7.70
36	KANEEZ ZAINAB	5,00,000	7.70
37	ZAINAB HAJEEBHAI MANJEE	5,00,000	7.70
38	HANIF AMIR MANJEE	5,00,000	7.70
39	MOHAMED MAJID M SIDDIQUI	5,00,000	7.70
40	LORIYA MOHSIN RAFIK	5,00,000	7.70
41	SHABANA AYAZ MANJEE	5,00,000	7.70
42	SAIRA HANIF MANJEE	5,00,000	7.70
43	ZEESHAN HANIF MANJEE	5,00,000	7.70
44	ASHISH CHHOTUBHAI HAMID	5,00,000	7.70
45	MEGHNA KAUSTUBH KULKARNI	5,00,000	7.70
46	KAUSTUBH BALCHANDRA KULKARNI	5,00,000	7.70

Sl. No.	Name of the Allottee	No. of Warrants	Price (₹)
47	PONNA BHUVANESWARI	4,50,000	7.70
48	SAYEEDA YASEEN	4,00,000	7.70
49	P SOUMYA	1,40,000	7.70
50	ADAPA SRINIVAS	1,00,000	7.70
51	SRI RAM DITTAKAVI	1,00,000	7.70
52	RAJESH LAXMAN RAO CHIVUKULA	90,000	7.70
53	P SIVA RAMA RAJU	50,000	7.70
54	HIMAKUMAR KONDIPARTHI	40,000	7.70
Total		33,18,45,000	

In a past board meeting held on July 13, 2021, the board had approved the Issue, and allotment of 11,96,25,000 Equity Shares on Preferential Basis to 15 Non-Promoter allottees; subsequently the general body of the Company approved the same at the EGM dated August 05, 2021. The proposal mentioned above was made before the execution of another corporate action for Bonus Issue, i.e., August 20, 2021, being the Record Date, and the pricing of the said shares was set at Rs. 31.17/- per share considering the pre-bonus share capital. However, the said allotment could not be completed within the Record Date for Bonus. The Company has decided to cancel the proposed preferential Issue made on July 13, 2021. In light of that cancellation, the Company has decided to go for a new issue and allotment of Equity Shares at a revised price arriving as per the provisions of SEBI (ICDR) Regulations, 2018. The board of directors of the Company ("Board") at its meeting held on September 16, 2021 ("Board Meeting") has proposed to issue and allot Preferential Issue of Shares & Warrants to the proposed allottees which was approved by the shareholders of the Company by way of a special resolutions through the postal ballot (by remote e-voting) on October 20, 2021 and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Issue and allotment of equity shares and warrants which are convertible into equity shares under Preferential Issue.

Sl. No.	Allottee Name	No of Securities
1	Citrus Global Arbitrage Fund	2,00,00,000
2	Calypso Global Investment Fund	2,70,00,000
3	Navigators Emerging Market Fund	3,00,00,000
4	Connecor Investment Enterprises Ltd	1,00,00,000
5	LGOF Global Opportunities Ltd	3,00,00,000
6	Kamala Bai	1,00,00,000
7	Tirumala Stock Broking Pvt. Ltd.	50,00,000
8	Shikha Samit Bhartia	20,00,000
9	Shilpi Dixit	10,00,000
10	Vikas Dixit	10,00,000
11	Vaishnavi Priya Veeramisti	5,00,000
12	Nikhil Tyagi	4,50,000

Sl. No.	Allottee Name	No of Securities
13	Arunangshu Ghosh	4,00,000
14	Dipankar Bonnerjee	4,00,000
15	Parul Moondhra	3,00,000
16	Mandeep Singh Sahni	3,00,000
17	Sumita Acharya	2,50,000
18	Ashika Global Finance Pvt Ltd	2,00,000
19	Parul Sunil Chawda	1,60,000
20	Manoj Sunil Chawda	1,60,000
21	Aakanksha M Chawda	1,60,000
22	Hardik Sunil Chawda	1,60,000
23	Ritika Ranjan	1,50,000
24	Goonjan Dhar	1,00,000
25	Aseem Bhatia	1,00,000
26	Sona Kumar Sampat	1,00,000
27	Raghav Mallik	1,00,000
28	Rajeev Kumar	1,00,000
29	Tarun Bhandari	60,000
Total		14,01,50,000

Sl. No.	Proposed Allottee	Number of Warrants
1	Shankar Sharma	1,50,00,000

12. Valuation for consideration other than cash:

The consideration payable to the Proposed Allottees towards part payment of purchase consideration for the Acquisition Transaction shall be discharged by the issuance of 1,40,70,000 Equity Shares at a price of Rs.120.02 (Rupees One Hundred & Twenty and Two Paise only) each (including premium of Rs.118.02) (Rupees One Hundred & Eighteen and Two Paise only) per equity share aggregating to (Rs. 168,86,81,399) (Rupees One Hundred & Sixty-Eight Crore Eighty-Six Lakhs Eighty-One Thousand Three Hundred and Ninety-Nine only). Shreni Shares Private Limited (Regn. No. INM000012759), Mumbai, vide their report dated December 09, 2021 has independently valued the same. This Certificate will be made available for inspection on any working day between Monday to Friday between 9.30 AM to 5.30 PM up to the date of this Annual General Meeting.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As per terms of the definitive Share Purchase Agreement executed by Company and Vuchi Media Private Limited, part payment of the purchase consideration shall be discharged by allotment of shares of the Company. The purchase consideration for the Sale Shares acquired by the Company is based on Valuation Report dated December 09, 2021 issued by Shreni Shares Private Limited (Regn. No. INM000012759), Mumbai.

14. Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under



lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

15. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

16. Auditors' Certificate:

The Certificate being issued by M/s. P C N & Associates (formerly known as Chandra Babu Naidu & Co.) (Firm Registration No.016016S) Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 5:30 PM on all working days between Monday to Friday every week, from the date of dispatch of this Notice till the date of AGM.

17. Other Disclosures:

19. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Sl. No.	Name of the Proposed Allottee	Ultimate beneficial owner	Category of the Allottee	Pre-Issue		No of equity shares to be allotted	Post-Issue	
				No. of shares	%		No. of shares	%
1	Aditya Vuchi	Aditya Vuchi	Non Promoter - Resident Individual	--	--	55,87,724	55,87,724	0.53
2	Neelima Marupuru	Neelima Marupuru	Non Promoter - Resident Individual	--	--	55,87,724	55,87,724	0.53
3	Sunil Kumar Varma Potturi	Sunil Kumar Varma Potturi	Non Promoter - Resident Individual	--	--	5,41,991	5,41,991	0.05
4	Vuchi Media Employee Welfare Trust	1) Anush Kumar 2) Aashay Paradkar 3) Bhargav Bhamidipati 4) Jason Riback	Non Promoter -Trust	--	--	23,52,562	23,52,562	0.22

#The abovementioned details of natural persons are given only for the purpose to know natural persons. However, the aforesaid Proposed Allottee will be beneficially shareholder of the equity shares that may be allotted.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

- i. None of the Issuer, any Promoter or Directors of the Company is willful defaulter.
- ii. The Proposed allottees have not sold/ transferred any equity shares during the six months preceding the Relevant Date.
- iii. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- iv. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- v. The Issuer Company has not issued any securities for consideration other than cash and hence, the Valuation Report of the Registered Valuer is not applicable.

18. Disclosure as specified in under Regulation 163 (1) (i) of the SEBI (ICDR) Regulations.

- i. It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.
- ii. It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulation 160 of SEBI (ICDR) Regulations, 2018 a special resolution needs to be

passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions as set out in Item No. 5 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or

otherwise, in the resolutions as set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Copies of all documents relevant to the above resolution at Item No.5 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

For and on behalf of the Board of Directors

Sd/-

M. Suresh Kumar Reddy

Chairman & Managing Director

DIN: 00140515

Place: Hyderabad

Date: December 09, 2021

Registered Office:

Floor-5, Fairfield by Marriott,
Road No: 2, Nanakramguda, Gachibowli,
Hyderabad - 500032, Telangana, India.

CIN: L64203TG1999PLC030996

Email: ir@brightcomgroup.com;

Web: www.brightcomgroup.com

Tel: +91 40 67449910 Fax: +91 22 66459677