

HOARDINGS, SIGN BOARDS, CINEMA  
SLIDES, NEWS PAPER, MAGAZINE  
KIOSKS, RADIO, BANNERS,  
SHOWCASE DISPLAY, CABLE T.V.  
RLY. ADVERTISEMENT, B.E.S.T. AD,  
FILM MODELLING EVEBT & SALES  
PROMOTION AND DIGITAL PRINTING  
THROUGHOUT INDIA

**Bright Outdoor Media Limited**  
(Formerly known as Bright Outdoor Media Private Limited)  
CIN - U74300MH2005PLC156444



Registered Office- 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai  
400 053, Maharashtra, India.

Contact No.- 67140000-99 | FAX 67140011-22 | Email ID- [Brightoutdoor@gmail.com](mailto:Brightoutdoor@gmail.com) | Website- [www.brightoutdoor.com](http://www.brightoutdoor.com)

**Date:** 19<sup>th</sup> January, 2024

To,  
Listing Operation,  
BSE Limited,  
20th Floor, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001.

Sub: Submission of Notice of Extra-Ordinary General Meeting of Company.

Dear Sir/Madam,

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on Tuesday, 13<sup>th</sup> February, 2024 at 01.00 PM (IST) at the Registered office of Company situated at 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (W), Mumbai, Maharashtra, India, 400053 to transact the businesses that will be set forth in the Notice of EGM (‘Notice’).

Further please find below the timeline for your reference and records.

Benpose Date for Sending Notice	12-01-2024
Date of Completion of Dispatch	19-01-2024
Cut Off Date for E-Voting	06-02-2024
Remote e-Voting Start Date	10-02-2024
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	12-02-2024
Remote e-Voting End Time	05:00 PM

Further Company has appointed NSDL for e-voting at the EOGM. The copy of the Notice of EGM is also available on the Website of the Company at [brightoutdoor.com](http://brightoutdoor.com) and on the website of the Stock Exchange i.e., BSE limited at [www.bseindia.com](http://www.bseindia.com).

By Order of the Board of Directors  
For **Bright Outdoor Media Limited**

**Yogesh Jiwanlal Lakhani**  
**Managing Director**  
**DIN: 00845616**  
**Place: Mumbai**

HOARDINGS, SIGN BOARDS, CINEMA SLIDES, NEWS PAPER, MAGAZINE KIOSKS, RADIO, BANNERS, SHOWCASE DISPLAY, CABLE T.V. RLY. ADVERTISEMENT, B.E.S.T. AD, FILM MODELLING EVEBT & SALES PROMOTION AND DIGITAL PRINTING THROUGHOUT INDIA

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## EGM NOTICE

OF

**BRIGHT OUTDOOR MEDIA LIMITED**

**SCHEDULED ON TUESDAY,**

**13<sup>TH</sup> FEBRUARY, 2024**

**AT 01:00 PM**

**AT THE REGISTERED OFFICE**

**OF COMPANY**

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### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BRIGHT OUTDOOR MEDIA LIMITED WILL BE HELD ON TUESDAY, FEBRUARY 13, 2024 AT 01:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 8TH FLOOR, CRESCENT TOWER, NEAR MORYA HOUSE, FAME INFINITY MALL, OFF NEW LINK ROAD, ANDHERI (WEST), MUMBAI 400053, MAHARASHTRA, INDIA IN TO TRANSACT THE FOLLOWING BUSINESSES:**

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1 - TO CONSIDER AND ISSUE OF EQUITY SHARES TO PROMOTER AND NON – PROMOTER CATEGORY SHAREHOLDERS ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (**“SEBI ICDR Regulations”**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**) the listing agreements entered into by the Company with the BSE Limited (**“Stock Exchange”**) on which the Equity Shares of the Company having face value of Rs.10/- (Ten) each (**“Equity Shares”**) are listed on SME platform of BSE Limited (**“BSE”**) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and/ or any other competent authorities, (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**), which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board to authorized in its absolute discretion to create, offer, issue and allot up to 7,00,000 (Seven Lakhs) equity shares having face value of Rs.10/- (Rupees Ten) each fully paid-up (**“Equity Shares”**) at Rs. 502/- each, which includes a premium of Rs. 492/- (Four Hundred Ninety-Two Only) each on such terms and conditions as may be deemed appropriate by the Board on preferential basis to Promoter and Non-Promoter Category are as below:

Sr. No.	Name of Shareholders	PAN	Category	No. of Shares	% of Post issue Shareholding
1	Yogesh Jiwanlal Lakhani	AAAPL3109P	Promoter	1,00,000	0.68
2	Ashish Nanda	ABWPN6778P	Non - Promoter Group	2,70,000	1.85

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3	Sanjana Deepak Gupta	ASAPG1836G	Non - Promoter Group	3,30,000	2.26
<b>Total</b>				<b>7,00,000</b>	<b>4.79</b>

at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the 'Relevant Date' for determination of the issue price of Equity Shares, shall be, Friday, 12<sup>th</sup> January, 2024 Please note that 14<sup>th</sup> January, 2024 (Sunday) being the date 30 days prior to 13<sup>th</sup> February, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 12<sup>th</sup> January, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making

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necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Place-** Mumbai

**Date-** 18<sup>th</sup> January, 2024

By Order of Board,  
For **Bright Outdoor Media Limited**

Sd/-

**Yogesh Jiwanlal Lakhani**  
**Chairman and Managing Director**  
**DIN: 00845616**



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### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
6. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Office No S6-2, 6<sup>th</sup> floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093, India, for:

- (a) intimating any change in their address and/or bank mandate;
- (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;

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- (c) nominating any person to whom the shares shall vest in the event of death;
  - (d) updating/registering their e-mail address for correspondence; and
  - (e) Any other queries with respect to shares held by them.
7. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
  8. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
  9. The Board of Director vide resolution dated 18<sup>th</sup> January, 2024 has appointed M/s. Dilip Swarnkar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
  10. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 15 of this Notice.
  11. The remote e-voting shall commence on Saturday, 10<sup>th</sup> February, 2024 at 09:00 a.m. (IST) and shall end on Monday, 12<sup>th</sup> February, 2024 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Tuesday 06<sup>th</sup> February, 2024 may cast their vote electronically.
  12. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. [www.brightoutdoor.com](http://www.brightoutdoor.com) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
  13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

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**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on February 10, 2024 at 09:00 A.M. and ends on February 12, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 06<sup>th</sup> February, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 06<sup>th</sup> February, 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select “Register Online for IDeAS Portal” or click at



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<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

App Store      Google Play

Individual Shareholders holding securities in demat mode with CDSL

1. 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 users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. 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

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	<p>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
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CIN - U74300MH2005PLC156444



Recognised By Indian Railway, All India Radio & T.V.  
Specialist in : Outdoor Advertising (Hoardings)

**Registered Office-** 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India.

**Contact No.-** 67140000-99 | **FAX** 67140011-22 | **Email ID-** [Brightoutdoor@gmail.com](mailto:Brightoutdoor@gmail.com) | **Website-** [www.brightoutdoor.com](http://www.brightoutdoor.com)

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to

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the Scrutinizer by e-mail to [csdilipsonioffice@gmail.com](mailto:csdilipsonioffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Mr. Anubhav Saxena) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 ([cs@brightoutdoor.com](mailto:cs@brightoutdoor.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@brightoutdoor.com](mailto:cs@brightoutdoor.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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### EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As per Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item Nos. 1 of the accompanying Notice.

#### Item No. 1:

The Board of Directors of the Company, in its meeting held on Thursday, 18<sup>th</sup> January, 2024, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 7,00,000 (Seven Lakhs Only) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each on preferential basis to the Non-Promoter Investors mentioned in the Resolution No. 1.

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any an Sections 42 and 62(1)I of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rule 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

#### A. Objects of the Preferential issue

The Company proposes to raise funds through issue of equity shares on preferential basis to utilized for the purpose of Development and installation of new Outdoor hoardings including LED, Repayment of outstanding loans of Company, Working Capital requirements and other general corporate purposes.

#### B. Particulars of the offer including date of passing of Board resolution.

To create, issue, offer and allot up to 7,00,000 Equity Shares of Rs.10/- each, on a preferential (“**Preferential Issue**”), to the Proposed Allottees at an issue price of Rs. 502/- (Rupees Five Hundred Two Only) as per Equity Share including Security Premium of Rs. 492/- (Rupees Four Hundred Ninety-Two Only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved Preferential Issue in their meeting held on 18<sup>th</sup> January, 2024.

#### C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue.

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The Equity Shares of Company are listed on SME Platform of Bombay Stock Exchange of India Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e., January 12, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

(a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

(i) The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

(ii) The 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The Articles of Association (AOA) of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the issue price for this Preferential Issue is kept at Rs. 502/- (Rupees Five Hundred Two Only) per Equity Share including Security Premium of Rs. 492/- (Rupees Four Hundred Ninety-Two Only) per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

### **D. Relevant date with reference to which the price has been arrived at:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is 12<sup>th</sup> January, 2024. Please note that 14<sup>th</sup> January, 2024 (Sunday) being the date 30 days prior to 13<sup>th</sup> February, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., 12<sup>th</sup> January, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

### **E. The Price Band at/within which the allotment is Proposed.**

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 502/- (Rupees Five Hundred Two Only) per Equity Share including Security Premium of Rs. 492/- (Rupees



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Four Hundred Ninety-Two Only), being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

### F. Amount which the company intends to raise by way of such Equity Shares:

Upto Rs. 35,14,00,000/- (Rupees Thirty-Five Crores Fourteen Lakhs Only)

### G. Maximum number of specified securities to be issued

The Board of Directors in its meeting held on Thursday, 18<sup>th</sup> January, 2024 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up-to 7,00,000 (Seven Lakhs Only) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) at the price being not less than the price calculated in terms of ICDR Regulations to Promoter and Non-Promoter Investors on a preferential basis.

### H. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

Names	No. of Shares	Category	Post Issue %	PAN	Amount
Yogesh Lakhani	Jiwanlal 1,00,000	Promoter	0.68	AAAPL3109P	5,02,00,000

### I. Shareholding Pattern before and after the proposed preferential issue.

Sr. No.	Category	Pre-Issue Equity		Post Equity Issue		
		No of shares held	% of shareholding	No of shares held	% of shareholding	
A	Promoter Holding					
	1	Indian				
		Individuals	1,01,28,776	72.72	1,02,28,776	69.92
		Bodies Corporate	-	-	-	-
		Any Other	-	-	-	-
	<b>Sub Total A 1</b>	<b>1,01,28,776</b>	<b>72.72</b>	<b>1,02,28,776</b>	<b>69.92</b>	
2	Foreign Promoter					
		Individuals/NRI/Foreign	-	-	-	-
		individuals/PAC	-	-	-	-
		Bodies Corporate	-	-	-	-
		Sub Total A 2	-	-	-	-
	<b>Total Promoters Group</b>	<b>1,01,28,776</b>	<b>72.72</b>	<b>1,02,28,776</b>	<b>69.92</b>	
	A= A1+A2					
B	Public/Non-Promoters' Shareholding					
	1	Institutional Investors				

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	Mutual Funds/Banks/FI	-	-	0	-
	FII's/PIS	9,81,000	7.04	9,81,000	6.71
	<b>Sub Total B 1</b>	<b>9,81,000</b>	<b>7.04</b>	<b>9,81,000</b>	<b>6.71</b>
<b>2</b>	Non-Institutions				
	Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
	Key Managerial Personnel	-	-	-	-
	Non-Resident Indian	43,000	0.31	43,000	0.29
	Clearing Members	1,000	0.01	1,000	0.01
	Bodies Corporate	12,34,000	8.86	12,34,000	8.43
	Others (HUF, Firm and Trusts)	3,83,000	2.75	3,83,000	2.62
	Individual share capital upto Rs. 2 Lacs	7,95,004	5.71	7,95,004	5.43
	Individual share capital in excess of Rs. 2 Lacs	3,64,000	2.61	9,64,000	6.59
	<b>Sub Total B 2</b>	<b>28,20,004</b>	<b>20.25</b>	<b>34,20,004</b>	<b>23.38</b>
	<b>Total Public Shareholding B1+B2</b>	<b>38,01,004</b>	<b>27.28</b>	<b>44,01,004</b>	<b>30.08</b>
	<b>GRAND TOTAL A+B</b>	<b>1,39,29,780</b>	<b>100</b>	<b>1,46,29,780</b>	<b>100.00</b>

\*Pre shareholding Equity Shares has been mentioned as on 30<sup>th</sup> September, 2023.

### J. Proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

### K. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of Proposed allottees, Category and Pan number.	Ultimate Beneficial Owner of the proposed Allottee (s)	Pan / Passport No. of Ultimate Beneficial Owners	Pre-issue Holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
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Sr. No.	Name of Proposed allottees, Category and Pan number.	Ultimate Beneficial Owner of the proposed Allottee (s)	Pan / Passport No. of Ultimate Beneficial Owners	Pre-issue Holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
1.	Yogesh Jiwanlal Lakhani - Promoter - AAAPL3109P	Yogesh Jiwanlal Lakhani (It Self)	AAAPL3109P	1,01,24,323	72.69	1,00,000	0.68
2.	Ashish Nanda - Non-Promoter - ABWPN6778P	Ashish Nanda (It Self)	ABWPN6778P	NIL	NA	2,70,000	1.85
3.	Sanjana Deepak Gupta - Non-Promoter - ASAPG1836G	Sanjana Deepak Gupta (It Self)	ASAPG1836G	NIL	NA	3,30,000	2.26

### L. Undertakings

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

### M. Lock-in period

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

### N. Certificate from Practicing Company Secretaries

A certificate from Dilip Swarnkar & Associates, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M.

The said Certificate will be uploaded on the website of the Company i.e. <https://brightoutdoor.com/corporate-information/>

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### **O. The total number of shares or other securities to be issued**

The Board of Directors in its meeting held on 18<sup>th</sup> January, 2024 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate upto 7,00,000 (Seven Lakhs Only) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“**the Equity Shares**”) to Promoter and Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

### **P. 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.

Sr. No.	Name of Shareholders	Category	No. of Shares
1	Yogesh Jiwanlal Lakhani	Promoter	1,00,000
2	Ashish Nanda	Non-Promoter	2,70,000
3	Sanjana Deepak Gupta	Non-Promoter	3,30,000
<b>Total</b>			<b>7,00,000</b>

### **Q. Pricing of Preferential Issue:**

The Board has fixed the price of Rs. 502/- (Rupees Five Hundred Two Only) per Equity Share including Security Premium of Rs. 492/- (Rupees Four Hundred Ninety-Two Only) per equity share in terms of Regulation 164 of the ICDR Regulations.

### **R. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer.**

Not Applicable since the allotment of Equity Shares made on cash consideration.

### **S. Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price.**

During the period from 01<sup>st</sup> April, 2023 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

### **T. Class or Classes of Persons to whom the allotment is proposed to be made**

Sr. No.	Name of Proposed allottee	Current status of the allottee	Proposed status of the allottee
1.	Yogesh Jiwanlal Lakhani	Promoter	Promoter
2.	Ashish Nanda	Non-Promoter	Non-Promoter
3.	Sanjana Deepak Gupta	Non-Promoter	Non-Promoter

### **U. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

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CIN - U74300MH2005PLC156444



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**Registered Office-** 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India.

**Contact No.-** 67140000-99 | **FAX** 67140011-22 | **Email ID-** [Brightoutdoor@gmail.com](mailto:Brightoutdoor@gmail.com) | **Website-** [www.brightoutdoor.com](http://www.brightoutdoor.com)

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

### **V. Details of proposed allottees**

Sr. No.	Name of Shareholders	PAN	Category
1	Yogesh Jiwanlal Lakhani	AAAPL3109P	Promoter
2	Ashish Nanda	ABWPN6778P	Non-Promoter
3	Sanjana Deepak Gupta	ASAPG1836G	Non-Promoter

### **W. Undertakings.**

In accordance with the SEBI ICDR Regulations;

- all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- The Proposed Allottee has not sold/transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.
- ~~The Proposed Allottees have not previously subscribed to any warrants of the Company but failed to exercise them;~~

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The Company undertakes that if the amount payable on account of re-computation of price is not paid/ within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

### **X. Disclosure pertaining to wilful defaulters or a fraudulent borrower.**

Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent borrower.

### **Y. Disclosure pertaining to Fugitive Economic Offender:**

None of our Directors or Promoters and proposed allottees are a fugitive economic offender as defined under the SEBI ICDR Regulations.

### **Z. Current and proposed Status of the Proposed Allottee post preferential issue:**

The proposed allotment shall be made to the proposed allottees, who will be classified in the Public Category and after allotment there will be no change in Control of the Company.

### **AA. Other disclosures**

In accordance with SEBI ICDR Regulations,

- The Company has not issued and allotted any equity shares on preferential basis in the financial year.
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

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The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at Item No. 1 for the approval of the members.

Except Mr. Yogesh Jiwanlal Lakhani, None of the Promoters or Directors and their relatives forming part of the Promoter Group of the Company have any interest in this resolution. They do not have any concern or interest, financial or otherwise, in the proposed resolution.

**Place-** Mumbai

**Date-** January 18, 2024

By Order of Board of Directors  
**For Bright Outdoor Media Limited**

Sd/-

**Yogesh Jiwanlal Lakhani**  
**Chairman and Managing Director**  
**DIN: 00845616**



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### Form No. MGT-11

### Proxy Form

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

CIN: U74300MH2005PLC156444  
Name of the Company: Bright Outdoor Media Limited  
Registered Office: 801, 8<sup>th</sup> Floor, Crescent Tower,  
Near Morya House, Fame Infinity Mall,  
Off New Link Road, Andheri (West),  
Mumbai 400 053, Maharashtra, India.

E-mail Id:  
Folio No./Client Id:  
DP. Id:

I/We, being the Member(s) of .....shares of the above-named Company, hereby appoint

1. Name:.....  
Address:  
E-mail Id:  
Signature....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 13<sup>th</sup> February, 2024 at 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India at 01:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

#### Resolution No.

**TO CONSIDER AND ISSUE OF EQUITY SHARES TO PROMOTER AND NON – PROMOTER CATEGORY SHAREHOLDERS ON PREFERENTIAL BASIS:**

Signed this day of 2024

Signature of shareholder

Signature of Proxy holders(s)

Affix Revenue  
Stamp

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### Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark ( ) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

### Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. \*\*This is optional. Please put a tick mark (✓) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.



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7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

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## ATTENDANCESLIP

**To be surrendered at the time of entry**

Folio No./Client ID:.....

No. of Shares: .....

Name of Member/Proxy :.....

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Tuesday, 13<sup>th</sup> February, 2024 at 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India at 01:00 PM.

 **BRIGHT**  
Member's/Proxy's  
Signature  
**OUTDOOR MEDIA LIMITED**

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the Extra-Ordinary General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

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### Route Map to venue of EGM of Bright Outdoor Media Limited

**Venue:** S NO: 801, 8<sup>th</sup> Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053, Maharashtra, India

**Date:** 13<sup>th</sup> February, 2024

**Day and Time:** Tuesday at 01:00 PM

