



May 30, 2022

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: Annual Secretarial Compliance Report under regulation 24A (2) of SEBI (LODR) Regulations, 2015

With reference to the above cited subject, please find the enclosed Annual Secretarial Compliance Report pursuant to the regulation 24A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended on March 31, 2022.

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



ANNUAL SECRETARIAL COMPLIANCE REPORT OF BRIGHTCOM GROUP LIMITED
FOR THE YEAR ENDED 31st MARCH, 2022

I, Sudhanya Sengupta, Company Secretary in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. **BRIGHTCOM GROUP LIMITED** (CIN : L64203TG1999PLC030996) having its registered office at Floor-5, Fairfield By Marriott Road No.2, Nanakramguda, Gachibowli, Hyderabad TG 500032 IN, (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- *During the period under review the listed entity has received In-principle approvals from the Stock Exchanges on 1st April, 2021 for 33,18,45,000 (Thirty-Three Crore Eighteen Lakhs Forty-Five Thousand Only) convertible Warrants.*
 - *Out of the abovementioned 33,18,45,000 (Thirty-Three Crore Eighteen Lakhs Forty-Five Thousand Only) convertible Warrants, the Company has allotted 32,56,55,000 (Thirty-Two Crore Fifty-Six Lakh and Fifty-Five Thousand) equity shares against the warrants as mentioned below and the same have been listed with both BSE Limited and National Stock Exchange of India Limited:*



Sl. No.	Date of Allotment	No. of Shares	Effective date of Listing
1	July 01, 2021	3,42,00,000	August 11, 2021
2	July 23, 2021	5,89,30,000	August 23, 2021
3	July 28, 2021	14,55,00,000	August 25, 2021
4	July 30, 2021	8,32,00,000	August 26, 2021
5	August 12, 2021	38,25,000	August 26, 2021
Total Shares		32,56,55,000	

- During the period under review the Board in its meeting held on June 28, 2021 has declared Bonus issue in the ratio of 1:4 and has allotted 20,83,26,625 (Twenty Crore Eighty-Three Lakh Twenty-Six Thousand Six Hundred and Twenty-Five) equity shares.
- During the period under review the Board, in its meeting held on September 16, 2021 has proposed to issue & allot 14,01,50,000 equity shares to 29 non-promoters and 1,50,00,000 convertible warrants to Mr. Shankar Sharma at Rs. 37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) each through Preferential Issue as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 by Postal Ballot, which was approved by the Shareholders on October 20, 2021 through requisite majority. However, the Company has received in-principle approvals from the Exchanges for 14,00,50,000 equity shares to 28 non-promoters and 1,50,00,000 convertible warrants to Mr. Shankar Sharma and has allotted the same as mentioned below.

Sl. No.	Date of Allotment	No. of Shares	Effective date of Listing
1	January 23, 2022	80,50,000	April 01, 2022
2	January 25, 2022	13,20,00,000	April 01, 2022
Total Shares		14,00,50,000	

The Warrants & Share Allotment Committee has on 9th March 2022 allotted 1,50,00,000 Equity Shares by converting warrants into equity and the same were listed on both the Exchanges with effect from April 19, 2022.

- During the period under review the Board, in its meeting held on December 09, 2021 has proposed to issue & allot 1,40,70,000 equity shares at Rs. 120.02 (Rupees One Hundred & Twenty and Two paise only) each to 4 non-promoters for part consideration of other than cash i.e., against the takeover of Vuchi Media Private Limited, through Preferential Issue as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and the same were listed on both the Exchanges with effect from April 13, 2022.




- *During the period under review the Board in its meeting held on January 25, 2022 has declared Bonus issue in the ratio of 2:3 and has allotted 80,71,68,749 (Eighty Crore Seventy-One Lakh Sixty-Eight Thousand Seven Hundred and Forty-Nine only) equity shares on March 22, 2022 and the same are listed on both the Exchanges with effect from May 30, 2022.*
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; NA for the Review Period;
- (f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *During the review period, the Company has through postal ballot taken the shareholders' approval to float Employee Stock Option Scheme 2021 to grant Employee Stock Options to the employees of the Company & its Subsidiaries. And have created Brightcom Group Employee Welfare and ESOP Benefit Trust for Secondary acquisition as per the provisions of SEBI (SBEB) Regulations, 2014.*
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - NA for the Review Period;
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - NA for the Review Period;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) During the Review Period, no actions has been taken against the its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



However, there has been delay in filing the listing applications for the Preferential Issues for which the Company has paid the requisite penalties to both BSE Limited and National Stock Exchange of India Limited.

As per the provisions of Chapter XI of SEBI (ICDR) Regulations, 2018, there was a delay in completion of Bonus Issue, as declared by the Company Board on June 28, 2021 by 3 days for which the Company has paid the requisite penalties to both BSE Limited and National Stock Exchange of India Limited under Regulation 295(1) of SEBI (ICDR) Regulations, 2018.

As per the provisions of Chapter XI of SEBI (ICDR) Regulations, 2018, there was a delay in completion of Bonus Issue, as declared by the Company Board on January 25, 2022 by 67 days for which the Company has paid the requisite penalties to both BSE Limited and National Stock Exchange of India Limited under Regulation 295(1) of SEBI (ICDR) Regulations, 2018.

The Chief Financial Officer of the Company retired under superannuation with effect from March 25, 2022 and the Company Secretary resigned during the year, both the positions are yet to be filled as on the date of this report.

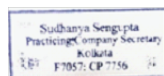
During the review period, Mr. Raghunath Allam (DIN: 00060018), Independent Director has completed his second tenure as Independent Director on December 26, 2021 and in order to comply with the SEBI (LODR) Regulations, 2015, the Company has appointed Mr. Nilendu Chakraborty (DIN: 07505277) as Independent Director with effect from December 09, 2021.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the previous year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity.
There are no observations and accordingly no actions were taken				

Place: Kolkata

Date: 30/05/2022



Signature: *Sengupta*

Sudhanya Sengupta
Practicing Company Secretary
FCS No: 7057
CP No: 7756
Peer Reviewer Code: 747
UDIN : F007057D000435078