



BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

Registered Office: Office No. 208, 2nd Floor, Shiv Shakti, SRA Chs Ltd Link Road,
Anna Nagar, Andheri West, Mumbai-400053
CIN: U93000MH2013PLC246147
Tel: +91 86523 69975
Website: www.brandbucketmediatech.com
E-mail: info@brandbucketmediatech.com

Date: 23/09/2023

To,
BSE Limited
The Corporate Relationship Department
P.J. Towers, 1st Floor, Dalal Street,
Mumbai- 400 001

Scrip Code: 543439

Sub: Announcement under regulation 30 of SEBI (LODR) Regulations, 2015 for Submission of addendum to the notice of 10th Annual General Meeting dated 30th September, 2023 BRANDBUCKET MEDIA & TECHNOLOGY LIMITED.

Reference: Notice of 10th Annual General Meeting dated 7th September, 2023 submitted by us on 8th September, 2023 and issued to shareholders on 8th September, 2023.

Dear Sir/Madam,

This is with reference to our earlier submission of 10th AGM Notice dated 7th September, 2023 for convening the Annual General Meeting for obtaining the shareholder's approval on the resolutions stated in the 10th Annual General Meeting of the members of the company scheduled to be held on Saturday, 30th September, 2023 at 3:00 P.M. at 513 Stanford Building Link Road, Andheri West Mumbai MH- 400053

The Annual General Meeting notice has been already dispatched to the shareholders of the Company through email on **8th September, 2023** in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder ("the Act"). Subsequent to the issuance of the Notice of Annual General Meeting, the Board of the Directors of the Company at their meeting held on 23rd September, 2023, have considered and approved the addendum notice of 10th AGM with respect to Resolution No. 6 for issue and allot 1,27,38,232 equity shares of the Company on Preferential allotment basis, to non-promoters at a price of Rs. 34/- (including premium of Rs. 24/-), as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty-Three Crores Thirty Lacs Ninety-Nine Thousand Eight Hundred and Eight Only) ("Purchase Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy-Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents.

The board of directors has further taken on records that the heading and contents of Explanatory Statement of Resolution no. 6 and the Post shareholding of All Allottees has been given incorrect inadvertently in the Explanatory Statement, the board of Directors of the company in its meeting dated 23rd September, 2023 further approved the correction in the Resolution no. 6 and the Explanatory Statement for issue and allotment of 1,27,38,232 Equity Shares on preferential basis, and board of directors also approved addendum notice of 10th Annual General Meeting of the



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Company for obtaining shareholders' approval on Resolution no. 1-6 along with modification and correction on the resolution no. 7 of the notice with regards to the Preferential issue of allotment of 1,27,38,232 Equity shares. The board of Directors recommended to the members these resolutions for their consent in 10TH ANNUAL GENERAL MEETING of the company,

Accordingly, this addendum AGM Notice of 10th AGM is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 10TH ANNUAL GENERAL MEETING Notice of the Company dated 7th September, 2023.

The addendum to the Notice of AGM along with Resolution No. 6 along with its explanatory statement is attached herewith.

The addendum to the Notice of the 10th AGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s).

The addendum to the Notice of 10th AGM will also be available on the website of the Company www.brandbucketmediatech.com and on the website of the BSE Ltd. at www.bseindia.com respectively and the company also publish the information about the addendum in the notice of 10th Annual General Meeting in the newspaper accordingly.

We request you to kindly take a note of the above.

For BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

KANIKA Digitally signed
by KANIKA KABRA
KABRA Date: 2023.09.23
21:08:59 +05'30'

Kanika Kabra
Company Secretary
& Compliance Officer

ENCL: Addendum to the Notice of 10th AGM of Brandbucket Media & Technology Limited.

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED

CIN: U93000MH2013PLC246147



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ADDENDUM TO THE NOTICE OF 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BRANDBUCKET MEDIA & TECHNOLOGY LIMITED (FORMERLY KNOWN AS BRANDBUCKET MEDIA AND TECHNOLOGY PRIVATE LIMITED) WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 03:00 P.M AT OFFICE NO. 208, 2ND FLOOR, SHIV SHAKTI, SRA CHS LTD LINK ROAD, ANNA NAGAR, ANDHERI WEST, MUMBAI-400053 IN, to transact the business matters stated in the Original Notice of AGM dated 7th September, 2023 along with this Addendum Notice of AGM issued by the company to the shareholders.

BRANDBUCKET MEDIA & TECHNOLOGY LIMITED (FORMERLY KNOWN AS BRANDBUCKET MEDIA AND TECHNOLOGY PRIVATE LIMITED) ("the Company") issued **NOTICE OF 10TH ANNUAL GENERAL MEETING** dated 7TH DAY OF SEPTEMBER, 2023 sent through email on 8th September, 2023 to all the Members of the Company for obtaining their approval for Resolution No. 1 to 6 as stated in the notice of AGM, The NOTICE OF 10TH ANNUAL GENERAL MEETING has been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and the relevant circulars issued by the Ministry of Corporate Affairs, in the said notice of AGM the Resolution No. 6 for issue and allot 1,27,38,232 equity shares of the Company on Preferential allotment basis, to non-promoters at a price of Rs. 34/- (including premium of Rs. 24/-), as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty-Three Crores Thirty Lacs Ninety-Nine Thousand Eight Hundred and Eighty-Eight Only) ("Purchase Consideration") for the acquisition of 15,92,279 equity shares ("Sale Shares") of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy-Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents.

The board of directors has further taken on records that the contents of Resolution no. 6 and its Explanatory Statement has given incorrect inadvertently with respect to the Pre & post shareholding pattern and its % of shareholding and the Post shareholding % of All Preferential Allottees has been given incorrect inadvertently in the Explanatory Statement, the board of Directors of the company in its meeting dated 23rd September, 2023 further approved the correction in the Resolution no. 6 and the Explanatory Statement for issue and allotment of 1,27,38,232 Equity Shares on preferential basis, and board of directors also approved addendum notice of 10th Annual General Meeting of the Company for obtaining shareholders' approval on Resolution no. 6 along with modification and correction on the resolution no. 6 of the notice with regards to the Preferential issue of allotment of 1,27,38,232 Equity shares. The board of Directors recommended to the members these resolutions for their consent in 10TH ANNUAL GENERAL MEETING of the company.

Subsequent to the issuance of AGM Notice, the Company has observed and deem it appropriate to bring the following further disclosure to the notice of members and stakeholders. Accordingly, this addendum AGM Notice of 10th AGM is being issued to the members and all other concerned stakeholders. This addendum shall be deemed to be an integral part of the 10TH ANNUAL GENERAL MEETING Notice of the Company dated 7th September, 2023.

The addendum Notice of 10TH AGM along with Resolution No. 6 along with its explanatory statement is attached herewith, this addendum notice shall be read with the original notice of 10th AGM issued by the company dated 7th September, 2023.

The addendum Notice of the 10th AGM will be sent to those members whose email addresses are registered with the Company and or Depository Participants(s).

The said addendum Notice of 10th AGM will also be available on the website of the Company www.brandbucketmediatech.com and on the website of the BSE Ltd. at www.bseindia.com respectively.

SPECIAL BUSINESS:

ITEM NO. 6 TO APPROVE THE ISSUE OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP)

To consider and if thought fit to pass, with or without modifications, if any, the following resolution as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); and in accordance with the provisions of the Memorandum and Articles of Association of the Company, (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot 1,27,38,232 equity shares of the Company of face value of Rs. 10/- each (“Equity Shares”), in dematerialized form, on Preferential allotment basis, to non-promoters at a price of Rs. 34/- (including premium of Rs. 24/-) as determined in accordance with Regulation 164 read with 166A of SEBI ICDR Regulations, to the following persons, for consideration other than cash (share swap), being discharge of total purchase consideration of Rs. 43,30,99,888/- (Rupees Forty-Three Crores Thirty Lacs Ninety-Nine Thousand Eight Hundred and Eighty-Eight Only) (“Purchase Consideration”) for the acquisition of 15,92,279 equity shares (“Sale Shares”) of Binarycode IT and Consulting Private Limited (BICPL) from the Proposed Allottees at a price of Rs. 272/- (Rupees Two Seventy-Two Only) per equity share of Binarycode IT and Consulting Private Limited (BICPL), on such terms and conditions as agreed and set forth in the agreements, deeds and other documents:

S. No.	Name of the proposed Allottees	Nature of persons who are ultimate beneficial owner	Equity Shares proposed to be allotted	Category	Allottee is QIB/MF/FI/Trust/Banks
1	Pratiksha Santosh Shenkar	Individual	21,21,600	Non-Promoter	Not applicable
2	Ram Shamkant Mayekar	Individual	21,21,600	Non-Promoter	Not applicable
3	Ravindra Dhondu Dhuri	Individual	21,21,600	Non-Promoter	Not applicable
4	Sandip Suresh Khopade	Individual	21,21,600	Non-Promoter	Not applicable
5	Santosh Chandrabhan Shenkar	Individual	21,21,600	Non-Promoter	Not applicable
6	Copo Holdings Private Limited	Corporate	9,52,936	Non-Promoter	Not applicable
7	Rishabh Shashikant Nirbhavne	Individual	11,77,296	Non-Promoter	Not applicable
Total			1,27,38,232		

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be 31st August, 2023, being the working day immediately preceding the date 30 (thirty) days prior to the date of General Meeting to approve this offer.”

“RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted to the Proposed Allottees shall inter-alia be subject to the following:

- (a) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in- principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees);
- (b) The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the share purchase agreement executed amongst the Company, Binarycode IT and Consulting Private Limited (BICPL) and Proposed Allottees, subject to approval by the board of directors of the Company;
- (c) No partly paid-up Equity Shares shall be issued and allotted;
- (d) Allotment of the Equity Shares shall only be made in dematerialised form;
- (e) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on BSE Limited subject to the receipt of necessary regulatory permissions and approvals;
- (f) The Equity Shares shall be allotted to the Proposed Allottees subject to the receipt of Sale Shares from the Proposed Allottees i.e. for consideration other than cash; and
- (g) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.

“RESOLVED FURTHER THAT the equity shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from Mr. Brajesh Gupta (Practicing Company Secretary) certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

“RESOLVED FURTHER THAT for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, Nishigandha Shashikant Keluskar, Managing Director and /or Mr. Sanjiv Hasmukh Shah Executive Director and /or Kanika Kabra, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited**

Sd/-

Nishigandha Shashikant Keluskar

Managing Director

DIN: 09154554

Place: Mumbai

Date:23/09/2023

NOTES:

- 1) An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
- 2) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself /herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
- 5) 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 would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 9) Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (24/09/2023 to 30/09/2023) (Both days inclusive) for the purpose of AGM.
- 10) Members are requested to notify any correction /change in their name / address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
- 11) Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
- 12) With a view to using natural resources responsibly, we request shareholders to update their mail address, with their Depository Participants to enable the Company to send communications electronically.

The Annual Report 2022-23 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their port. For members who have not registered their email addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted mode.

13) As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Depository due to non-applicability. Voting through ballot paper will only be made available at the AGM.

14) **Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: ACS 33070)** has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Ballot Voting in 10th AGM).

15) The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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.

16) All documents referred to in the Notice will be available for inspection at the Company's registered office during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.

17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

18) As per provisions of the Companies Act, 2013, facility for making s is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) REGULATIONS, 2015 for Directors retired by rotation/Appointment of Director/Reappointment/ratifications:

- I. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23rd September, 2023.
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e. 23rd September, 2023, may sending a request at brandbucketmediatech@gmail.com
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
- IV. **Mr. Brajesh Kumar Gupta**, Practicing Company Secretary (Membership No. ACS 33070) has been appointed as the Scrutinizer for the Annual General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.
- V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- VI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 04th October, 2023 and shall be placed on the website of the Company www.brandbucketmediatech.in after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013;**Item No. 6 To Approve the Issue of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)**

As per Section 42, 62, and 108 of the Companies Act, 2013, approval of shareholders passed through E-Voting is required for Issue of Equity Shares on preferential basis and hence the resolution is placed before the shareholders.

In terms of the provisions of the Companies Act, 2013 and as per Regulation 163 and other applicable regulation of Chapter V – Preferential Issue of SEBI ICDR Regulations, the required disclosures regarding proposed issue are as under: -

1. Objects of this issue:

To acquire 15,92,279 equity shares of Binarycode IT and Consulting Private Limited ("BICPL") equivalent to 100% of paid up share capital of BICPL.

2. Intent of Promoters Directors / Key Management Persons to subscribe to the preferential issue:

None of the promoters / directors / key management personnel of the Company intend to subscribe in the proposed issue of Equity Shares.

3. Maximum number of specified securities to be issued:

The Company intends to issue a maximum of 1,27,38,232 equity shares of face value Re. 10/- per share at a price of Rs. 34/- (including premium of Rs. 24/- per share) as determined under Regulation 164 read with Regulation 166A of SEBI (ICDR) Regulations, 2018.

4. The shareholding pattern before and after completion of the proposed preferential issue would be as under: -

S. No.	Category	Pre-issue		POST-ISSUE (Upon conversion in 18months from date of allotment)	
		No. of shares held	%of share holding	No. of sharesheld	%of share holding
A	Promoters' holding:				
	Individual	156165.00	1.40	156165.00	0.65
	Body-Corporate	912487.00	8.18	912487.00	3.82
	Subtotal (A)	1068652.00	9.58	1068652.00	4.47
B	Non Promoters'holding:				
	Individual	5896261.00	52.87	17681557.00	74.01
	Body-Corporate	4012087.00	35.97	4965023.00	20.78
	Others (including HUF, NRI, IEPF, Authorities, etc.)	176000.00	1.58	176000.00	0.74
	Sub Total (B)	10084348.00	90.42	22822580.00	95.53
	GRAND TOTAL(A+B)	11153000.00	100.00	23891232.00	100.00

*** Notes: -**

1. The pre-issue share capital and its % of shareholding includes & calculated on diluted share capital:
 - a. 6,50,000 (warrants convertible in to Equity Shares of the Company) equity shares of face value Re. 10/- pending to be issued and allotted upon conversion of 6,50,000 convertible warrants allotted on preferential basis.
2. Further, the post-issue share capital and its % of shareholding includes & calculated on diluted share capital basis and is derived on the assumption that the 6,50,000 (warrants convertible in to Equity Shares of the Company) equity shares of face value Re. 10/- pending to be issued and allotted upon conversion of 6,50,000 convertible warrants allotted on preferential basis.

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

The Company shall complete the allotment of the Equity Shares within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Equity Shares to Proposed Allottees)

6. The Identity of the proposed Allottee and the percentage of post preferential issue capital that may be held by them:

S.No.	Name of the proposed allottee	The Natural persons who are ultimate beneficial owner	Pre-issue			Number of Equity Shares proposed to be allotted	Post-issue (Refer Note 1 below)		
			Category (promoter/ Non-promoter)	No. of shares held	Percentage holding(%)		Category (promoter/ Non-promoter)	No. of shares held	Percentage holding(%) *
1	Pratiksha Santosh Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	8.88
2	Ram Shamkant Mayekar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	8.88
3	Ravindra Dhondu Dhuri	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	8.88
4	Sandip Suresh Khopade	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	8.88
5	Santosh Chandrabhan Shenkar	Individual	Non Promoter	0	0.00%	21,21,600	Non Promoter	21,21,600	8.88
6	Copo Holdings Private Limited	Corporate	Non Promoter	0	0.00%	9,52,936	Non Promoter	9,52,936	3.99
7	Rishabh Shashikant Nirbhavne	Individual	Non Promoter	0	0.00%	11,77,296	Non Promoter	11,77,296	4.93

*** Notes: -**

The post-issue share capital and its % of shareholding includes & calculated on diluted share capital basis and is derived on the assumption that the 6,50,000 (warrants convertible in to Equity Shares of the Company) equity shares of face value Re. 10/- pending to be issued and allotted upon conversion of 6,50,000 convertible warrants allotted on preferential basis.

7. Lock in period:

The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations or for such longer period provided under the terms of the Definitive Agreement (if any) subject to approval by the board of directors of the Company.

8. Change in the control, if any:

There will neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted on preferential allotment.

9. Price of the issue: -

The offer price is Rs. 34/- (Rupees Thirty-Four Only) per equity share (including premium of Rs. 24/- per share) having face value Rs.10/- (Rupees Ten only) as determined under Regulation 164 read with Regulation 166A of Chapter V (Preferential Issue) of SEBI ICDR Regulations, 2018. The Pricing Certificate so obtained from the IBBI Registered Valuer is available at the registered office of the Company for your review and is placed on the website of the Company at www.brandbucketmediatech.in

10. Relevant Date:

The Relevant Date on the basis of which the price of the proposed issue of equity shares on preferential basis is determined is 31st August, 2023.

11. Compliance Certificate from Practicing Company Secretary:

A copy of the Compliance Certificate as issued by the Practicing Company Secretary, Mr. Brajesh Gupta (ACS: 33070, CP 21306), proprietor of M/s. Brajesh Gupta & Associates, Practicing Company Secretaries certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company on all working days till the date of declaration of voting results. Further, a copy of the Compliance Certificate is also available in the "Investors" tab on the website of the Company at the following link: www.brandbucketmediatech.in

12. Undertakings

- a) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provisions of SEBI (ICDR) Regulations, 2018, as amended, where it is required to do so.
- b) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the equity shares issued shall continue to be locked-in till the time such amount is paid by the allottees.
- c) The entire pre-preferential holding, if any, of the proposed allottees shall be locked in for the period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018.

13. Willful Defaulter or Fraudulent Borrower

Neither the issuer nor any of or its promoters or directors are willful defaulters or fraudulent borrowers.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Promoters, Directors, Key Managerial personnel of the Company are in any way, directly or indirectly concerned or interested in the resolution. The copies of the related documents will be open for inspection by the members of the Company at the registered office of the Company at the Registered Office of the Company on all working days, during business hours up to the last date of remote e-voting.

The Board recommends the Special Resolution set out at Item No.06 of the Notice for approval of Members.

**By Order of the Board of Directors
For Brandbucket Media & Technology Limited**

Sd/-

Nishigandha Shashikant Keluskar
Managing Director
DIN: 09154554
Place: Mumbai
Date: 23/09/2023

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Sr. No.	Name of the Director	Mr. Sanjiv Hasmukh Shah
1	Date of Birth	11/03/1975
2	Age	48
3	Date of Appointment	22/10/2022
4	Permanent Account Number (PAN)	AXQPS4718N
5	Director Identification Number (DIN)	06709778
6	No. of equity shares held in the Company	0
7	Qualifications	12 th Pass
8	Brief Profile	He is High Secondary passout and has experience in the field of administration of 5 years.
9	Expertise	Administration
10	Directorship held in other companies	NIL
11	Membership/Chairmanship of other Public listed Companies (includes Audit Committee and Stakeholder Relationship Committee)	NIL
12	Relationships, if any between Directors, inter -se.	-

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]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No/Client ID:	DPID:

Name:	E-mail Id:
Address:	
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 10thAnnual General Meeting of the company, to be held on at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN on Saturday, 30th September 2023 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1.	Adoption Of Audited Financials As on 31 st March, 2023		
2	Appointment of Director in Place of Retiring Director by Rotation		
3.	Authorization Under Section 186 Of Companies Act, 2013		
4.	Authorisation Under Section 180 Of The Companies, Act, 2013		
5.	Approval of Related Party Transaction		
6.	To Approve the Issue of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)		

***Applicable for investors holding shares in Electronic form.**

Signed this ___ day of __ 2023

Signature of Shareholder _____

Signature of Proxy holder _____

Affix Revenue

Stamps

Signature of the shareholder across Revenue Stamp

Note:

- This form of 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.
- The proxy need not be a member of the company.

ATTENDANCE SLIP

(Full name of the member's attending _____ (In block capitals)

Ledger Folio No. /Client ID No. _____ No. of shares held _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 10th Annual General Meeting of the **BRANDBUCKET MEDIA & TECHNOLOGY LIMITED** at Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 MH 400053 on Saturday, 30th September 2023 at 03:00 P.M.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) 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.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

POLLING PAPER (FORM NO.MGT-12)

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Brandbucket Media & Technology Limited

Registered Office: Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai MH 400053 IN

CIN: U93000MH2013PLC246147

BALLOTPAPER

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by Me	I assent to the Resolution	I dissent from resolution
1.	Adoption Of Audited Financials As on 31 st March, 2023				
2.	Appointment of Director in Place of Retiring Director by Rotation				
3.	Authorization Under Section 186 Of Companies Act, 2013				
4.	Authorisation Under Section 180 Of The Companies, Act, 2013				
5.	Approval of Related Party Transaction				
6.	To Approve The Issue Of Equity Shares of the Company on preferential Basis for consideration other than cash (Share Swap)				

**Signature of the shareholder
(*as per Company records)**

**Place: Mumbai
Date:**

ROAD MAP FOR VENUE OF THE AGM

VENUE OF AGM- Office No.208, 2nd Floor, Shiv Shakti, SRA CHS Ltd Link Road, Anna Nagar, Andheri west, Mumbai-400053 Mumbai City MH 400053 IN

