



December 06, 2020

BSE Limited

P. J. Towers, 25th Floor,
Dalal Street, MUMBAI – 400001.
Scrip Code: **532368**

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400051.
Symbol: **BCG**

Dear Madam/Sir,

Sub: Notice of the 21st Annual General Meeting (the “AGM”) of Brightcom Group Limited

Pursuant to the provisions of Regulation 30 of the SEBI (LODR) Regulations, 2015, please find the enclosed herewith the Notice convening 21st Annual General Meeting of the Members of Brightcom Group Limited scheduled to be held on Monday, December 28, 2020 @ 11:00 AM through Video Conferencing/Other Audio-Visual Means.

Book closure is being fixed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both days inclusive) for the purpose of the 21st Annual General Meeting.

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

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

For BRIGHTCOM GROUP LIMITED

Manohar Mollama

Company Secretary & Compliance Officer

ACS – 39254

Encl.: A/a



Notice of 21st Annual General Meeting

Notice is hereby given that the 21st Annual General Meeting (AGM) of the members of Brightcom Group Limited (CIN: L64203TG1999PLC030996) (the **Company**) will be held on **Monday, the 28th day of December 2020**, at **11.00 a.m.** through Video Conferencing (VC) facility/ Other Audio Visual Means ("OAVM") and deemed venue of AGM is at the registered office of the Company situated at Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India - 500032 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

(a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors thereon; and

(b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the report of the Auditors thereon.

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

"RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted"

2. To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2020.

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

"RESOLVED THAT a final dividend for the year ended March 31, 2020 at the rate of Rs. 0.05/- per equity share of Rs.2/-each fully paid-up be and is hereby declared and paid to the Members whose names appear in the Register of Members as on December 21, 2020."

3. To re-appoint Mr. Vijay Kancharla (DIN: 02744217), who retires by rotation, and being eligible offers himself for the re-appointment.

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

"RESOLVED THAT, pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Vijay Kancharla (DIN:

02744217) as Director, to the extent that he is required to retire by rotation and continue as Executive Director of the Company as per the approval accorded by the Members at the 20th Annual General Meeting of the Company held on September 27, 2019 and as revised/amended from time to time.”

SPECIAL BUSINESS:

4. To appoint Mr. Peshwa Acharya (DIN: 06558712) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Peshwa Acharya (DIN: 06558712), who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive & Independent Director on September 15, 2020 and who holds office as Independent Director up to the conclusion of ensuing annual general meeting and has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI (LODR)) Regulations, 2015, as amended and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from September 15, 2020 and whose office shall not be liable to retire by rotation.

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

5. To re-appoint Dr. K. Jayalakshmi Kumari (DIN: 03423518) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. K. Jayalakshmi Kumari (DIN: 03423518), who was appointed as an Independent Director and who holds office of Independent Director up to May 16, 2021 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation and to hold office for a second term of 5 (Five) years from conclusion of this AGM till the conclusion of 26th AGM of the Company to be held in 2025.”

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

6. Issuance of Warrants convertible into Equity Shares 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, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 34,00,00,000 (Thirty Four Crore Only) convertible warrants (“Warrants”) at a price of Rs. 7.70/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 2/- each of the Company (“Equity Shares”) at a premium of Rs. 5.70/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 261,80,00,000/- (Rupees Two Hundred & Sixty One Crore and Eighty Lacs only) to the following persons / entities (“proposed allottees”) of the Company for cash and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sl. No.	Proposed Allottee	Number of Warrants
1	ARADHANA COMMOALES LLP	50,000,000
2	SARITA COMMOALES LLP	50,000,000
3	MANGAL COMPUSOLUTION PVT LTD	40,000,000
4	KALPANA COMMOALES LLP	25,000,000
5	SAHITAY COMMOALES LLP	25,000,000
6	HANSRAJ COMMOALES LLP	24,000,000
7	SUBRATO SAHA	22,000,000
8	SHALINI SALES LLP	20,000,000
9	PARUL PARIMAL MEHTA	10,000,000
10	PANKTI COMMOALES LLP	10,000,000
11	LEPTON SOFTWARE TRADING FZCO	5,400,000
12	TALISMAN SECURITIES PVT LTD	5,000,000
13	ANISH PARMANAND BHATIA	5,000,000
14	PALACE HEIGHTS AVENUES LLP	4,500,000
15	ANKIT KUMAR ALYA	4,000,000
16	VINITA JAIN	3,825,000
17	Y SURYANARAYANA RAJU	3,500,000
18	GAUTAM GOPIKISHAN MAKHARIA	2,500,000
19	PUNEET GOPIKISHAN MAKHARIA	2,500,000
20	SANJIB HIRENDRA CHAKRABORTY	2,500,000
21	SANJIV JAYANT SHAH	2,000,000
22	CHERUKURU SRINIVASA RAO	1,500,000
23	RUSHIDA RAHUL MEHTA	1,500,000
24	AYAZ AMIR MANJEE	1,000,000
25	SHIVKRISHNA HARAKCHAND DAMANI	1,000,000
26	MANJU SHIVKRISHNA DAMANI	1,000,000
27	VARUN SHIVKRISHNA DAMANI	1,000,000
28	PRERNA VARUN DAMANI	1,000,000
29	POOJA RAJENDRA PRASAD PODDAR	1,000,000
30	RAJENDRA PRASAD PODDAR	1,000,000
31	SUSHILA DEVI PODDAR	1,000,000
32	ASIF ISMAIL ATHANIYA	1,000,000
33	VINAYKUMAR PANDEY	1,000,000
34	RAGHUNATH NAIDU KODIDINI	800,000
35	SIDDHARTH DUBEY	750,000
36	LEPTON SOFTWARE PTE LTD	600,000
37	MLS SUDHEER	600,000
38	PATLOLLA PRASHANTH REDDY	500,000
39	KANEEZ ZAINAB	500,000

40	ZAINAB HAJEEBHAI MANJEE	500,000
41	HANIF AMIR MANJEE	500,000
42	MOHAMED MAJID M SIDDIQUI	500,000
43	LORIYA MOHSIN RAFIK	500,000
44	SHABANA AYAZ MANJEE	500,000
45	SAIRA HANIF MANJEE	500,000
46	ZEESHAN HANIF MANJEE	500,000
47	ASHISH CHHOTUBHAI HAMID	500,000
48	MEGHNA KAUSTUBH KULKARNI	500,000
49	KAUSTUBH BALCHANDRA KULKARNI	500,000
50	PONNA BHUVANESWARI	450,000
51	SAYEEDA YASEEN	400,000
52	P SOUMYA	140,000
53	GIDDALA RAMAKANTH	100,000
54	ADAPA SRINIVAS	100,000
55	SRI RAM DITTAKAVI	100,000
56	RAJESH LAXMAN RAO CHIVUKULA	90,000
57	SUBRAT KUMAR SAHOO	55,000
58	P SIVA RAMA RAJU	50,000
59	HIMAKUMAR KONDIPARTHI	40,000

RESOLVED FURTHER THAT the “Relevant Date” for this proposed issue of warrants in accordance with the SEBI (ICDR) Regulations shall be Friday, November 27, 2020, being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 2/- each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

For and on behalf of the Board of Directors

Place: Hyderabad
Date: December 04, 2020

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

Registered Office:

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

Notes to AGM Notice:

1. The Statement pursuant to Section 102(10) of the Companies Act, 2013 and the Rules made thereunder (“ACT”) in respect of the Special business set out in the Notice, Secretarial Standard on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) wherever applicable, is annexed hereto. The Board of Directors of the Company at its meeting held on November 12, 2020 & December 04, 2020 concluded that the special business under 4, 5 and 6 are critical and considered unavoidable, and hence need to be transacted at the 21st AGM of the Company.

The Register of Members and Share Transfer books of the Company will remain closed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both the days inclusive).

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the AGM through VC/OAVM.

In terms of the said circulars, the 21st AGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note No. 23 and available at the Company’s website www.brightcomgroup.com.

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

Company is providing VC/OAVM facility to its members to attend the 21st AGM through Central Depository Services Limited (CDSL).

The facility for attending the AGM virtually will be made available for 1,000 shareholders on first come first served basis. This will not include large members (i.e. members with 2% or more shareholding, Promoters, Institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and

Stakeholders' Relationship committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

[Detailed procedure for participation in the meeting is mentioned in note no. 23.]

3. In line with the aforesaid Circulars and our intimation dated September 10, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Friday, November 27, 2020. Members may note that Notice and Annual Report 2019-20 can also be accessed from the websites of the Company at www.brightcomgroup.com, websites of the Stock Exchanges www.bseindia.com and www.nseindia.com, website of CDSL (agency for providing the remote / venue e-voting facility) www.evotingindia.com.
4. The VC/OAVM facility for shareholders to join the meeting, shall be kept open 15 minutes before the start of the AGM (i.e. 10.45 am) and shall be closed on expiry of 15 minutes after start of the AGM (i.e. 11.15 am).
5. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives by sending representation at ir@brightcomgroup.com to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, the Attendance Slip and Proxy Form have not been annexed to the Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Company has fixed Monday, December 21, 2020 as the '**Record Date**' for determining entitlement of members to receive final dividend for the financial year ended March 31, 2020, if the same is approved at the AGM. Payment of Final Dividend, as approved, shall be subjected to deduction of tax at source, and the net dividend, will be paid to eligible shareholders on or before January 25, 2021.
8. The detailed procedure and instruction for e-voting is mentioned in note no. 17.
9. The statutory registers under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company at ir@brightcomgroup.com.
10. Members seeking any information with regard to accounts or any other information are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
11. No physical copy of the notice of the AGM and the Annual Report for the year 2019-20 has been sent to members who have not registered their e-mail addresses with the company/depository participants. However, Members will be entitled to a physical copy of the Annual Report for the year 2019-20, free of cost, upon sending a request to the Company Secretary at Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India – 500032 once normalcy is restored.

12. Members who have not yet registered their e-mail address may register the same by following the procedure laid down in note no 19.
13. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

Further, as per Regulation 40 of Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 01, 2019, except in case of request for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact Company / RTA for assistance in this regard.

14. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. Members, who are desirous of availing this facility, may kindly write to Company's RTA for nomination form by quoting their folio number.
15. The Company's Statutory Auditors, M/s. P C N & Associates (Formerly known as Chandra Babu Naidu & Co.) Chartered Accountants, FRN: 016016S were appointed as Statutory Auditors of the Company for a period of Five (5) consecutive years at the AGM of the Members held on September 27, 2017 on remuneration to be determined by the Board of Directors. Pursuant to the amendment made by the Companies (Amendment) Act, 2017, effective from September 27, 2017, it is no longer necessary to seek the ratification of the shareholders for continuance of the above appointment. Hence, the Company is not seeking the ratification of the shareholders for the appointment of the Statutory Auditors.
16. Members who have not encashed the dividend warrant(s) for the financial year ended March 31, 2016 are requested to make their claims directly to the Company or to M/s Aarthi Consultants Private Limited at info@aarthiconsultants.com and aarthiconsultants@gmail.com, without any delay. Dividend per share was Rs. 0.10 (i.e. 5%) per equity share of Rs. 2/- each which was declared on December 27, 2016 and the Due date for transfer to IEPF is February 02, 2024.

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

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

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

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of

remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, December 21, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Monday, December 21, 2020 shall be entitled to exercise his/her vote electronically i.e., remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Friday, December 25, 2020 at 9.00 a.m. and will end on Sunday, December 27, 2020 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Monday, December 21, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e., Monday, December 21, 2020.
- g) The Company has appointed Mr. A. Sridhar, Practicing Company Secretary (C P No.: 12011) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

18. Note for Non – Individual Shareholders and Custodians

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- f) Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- g) In case you have any queries or issues regarding the AGM & e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call below mentioned numbers.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-23058738) / Mr. Mehbaob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com.

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

- a) For members holding shares in Physical mode - please provide necessary details like Folio Number, Name of the shareholder by email to ir@brightcomgroup.com and info@aarthiconsultants.com.
- b) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to info@aarthiconsultants.com. (Detailed procedure in this regard is laid down in our intimation to Stock Exchange(s) by the name of “Request to Shareholders to Register Email Address” on September 10, 2020)

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

- a) The voting period begins on Friday, December 25, 2020 at 9.00 a.m. and will end on Sunday, December 27, 2020 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, December 21, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on **Shareholders**.
- e) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- f) Next enter the **Image Verification** as displayed and Click on **Login**.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat mode and Physical mode

PAN: Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.

Dividend Bank Details OR Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

Date of Birth (DOB): If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instructions.

- a) After entering these details appropriately, click on "**SUBMIT**" tab.
- b) Members holding shares in physical mode will then directly reach the Company selection screen. However, members holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password can also be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote,

provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- c) For Members holding shares in physical mode, the details can be used only for e-voting on the resolutions contained in this Notice.
- d) Click on the **EVS**N of the Company.
- e) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- f) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- g) After selecting the resolution, you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- h) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- i) You can also take a print of the votes casted by clicking on "**Click here to print**" option on the Voting page.
- j) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- k) Shareholders can also cast their vote using **CDSL's mobile app m-Voting**. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.

21. The instructions for shareholders voting on the day of the AGM on e-voting system are as under:

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- c) If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility,

then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.

d) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.brightcomgroup.com and on the website of CDSL i.e. www.cdslindia.com within 48 hours of the passing of the Resolutions at the 21st AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

23. Instructions for members for attending the AGM through VC/OAVM is as under:

a) Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at www.evotingindia.com under shareholders’/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) For ease of conduct, members who would like to ask questions may send their questions in advance **at least two (2) days before** AGM mentioning their name, demat account number / folio number, email id, mobile number at ir@brightcomgroup.com and to register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

f) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

CONTACT DETAILS:

Company	Brightcom Group Limited Phone: 040-67449910 Email: ir@brightcomgroup.com
Registrar and Transfer Agent	Aarathi Consultants Private Limited Phone: 040-27638111/27642217 / 27634445 Email: info@aarthiconsultants.com

e-Voting Agency	Central Depository Services (India) Limited E-mail : helpdesk.evoting@cdslindia.com Phone : +91-22-23058543/8542
Scrutinizer	Mr. A. Sridhar Practicing Company Secretary C P No. 12011 Phone: + 91 99893994290 Email: asridharcs@gmail.com

ANNEXURE TO NOTICE:

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

Name of Director	Mr. Vijay Kancharla	Mr. Peshwa Acharya	Dr. K. Jayalakshmi Kumari
Director Identification Number	02744217	06558712	03423518
Date of Birth	10.05.1967	21.09.1967	08.08.1968
Date of first Appointment	26.06.2012	15.09.2020	17.05.2016
Qualification	<ul style="list-style-type: none"> Master of Science from University of Louisville B.Tech., from JNTU, Hyderabad 	<ul style="list-style-type: none"> PGDM, IIM Calcutta B. Tech. (Hons) in Chemical Engg., IIT Kharagpur 	<ul style="list-style-type: none"> Ph.D. in Social Sciences M.A.,(Economics) M.A.,(Political Science) M.Phil., M.Ed.
Category	Executive Director	Non-Executive and Independent Director	Non-Executive and Independent Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as a Director liable to retire by rotation. No remuneration is being paid.	Appointment as Non-Executive and Independent Director of the Company for a period of 5 (five) years w.e.f. 15.09.2020.	Re-appointment as Non-Executive and Independent Director of the Company for a period of 5 (five) years upto 26 th AGM.
	The Directors have been appointed in terms of the provisions of Companies Act, 2013 and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, the Directors are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Vijay Kancharla and other Directors & KMPs.	There is no inter-se relationship between Mr. Peshwa Acharya and other Directors & KMPs.	There is no inter-se relationship between Dr. K. Jayalakshmi Kumari and other Directors & KMPs.
*Directorships held in other Companies and Bodies Corporate as on March 31, 2020.	NIL	NIL	Cambridge Technology Enterprises Limited
Chairman / Member of the Committee of the Board of Directors of the Company	Member of the Audit Committee and Corporate Social Responsibility Committee	NIL	Member of Audit Committee, Nomination & Remuneration Committee and Chairman of CSR Committee
No. of Board Meetings attended during the year	Please refer to Corporate Governance Report	N.A	Please refer to Corporate Governance Report

Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2020	NIL	N.A	5
No. of Equity Shares of Rs.2/- held in the Company as on 31.03.2020	38,20,946	NIL	NIL

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

Brief Profile and Area of Expertise

Mr. Vijay Kancharla

Mr. Vijay Kancharla (DIN: 02744217) is one of the main Promoters and has been associated with the Company as an Executive Director.

Vijay leads the innovations at Brightcom Group. He is responsible for the company's worldwide technology enhancements and innovations. Vijay has been at the forefront of the internet revolution and has vast experience in building innovative solutions for the online market.

Prior to co-founding USA Greetings and Ybrant Technologies, he worked with some of the Fortune 500 companies, such as Hewlett Packard and Pacific Bell.

Mr. Peshwa Acharya:

An industry veteran, Acharya is the Chief Marketing Officer (Responsible for Marketing, Revenue and Admissions) at the Ampersand Group. He has a vast experience of around 29 years across FMCG, Retail, Telecom, E-Commerce, Hospitality and Education domains.

Acharya, an alumnus of IIT Kharagpur and IIM Calcutta and has worked in various cities in India and across Asia and Africa. He has held various leadership roles for brands like P&G, Reckitt, Pepsi, Dabur, Reliance Retail, Globacom (Africa) and Sterling Holidays(A Fairfax company). Some of the brands launched / Relaunched & built by him are Reliance Digital, Hutch, Ariel, Dettol, Promise, Harpic, Mortein, Babool, Apps Daily and Housing.com. In 2015, he was handpicked as the first CEO of IIT Bombay Research & Innovation Park (ASPIRE). He also founded entrepreneurial ventures: Think as Consumer (www.thinkasconsumer.com) and Leven Healthcare.

Dr. K. Jayalakshmi Kumari:

Dr. Jayalakshmi Kumari has a Ph.D. in social sciences, an M.A in Economics, M.A in Political Science, M.Phil. and M.Ed., with years of experience in teaching. With proven ability to constantly challenge and improve existing processes and systems, she has been participating and rendering voluntary services to many social organizations.

With a deep passion for teaching, Dr. Jayalakshmi brings over 18 years of experience from the educational sector having worked for leading schools and colleges in Hyderabad. Presently, she is working with the Nalanda Educational Society as a faculty in the field of social sciences. In addition to this, she regularly conducts awareness programs for women's development, entrepreneurship, health camps, and does community services towards encouragement of economically weaker women. Dr. Jayalakshmi is also an Independent director in the listed company M/s Cambridge Technology Enterprises Ltd., Hyderabad.

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

Item no. 4:

Mr. Peshwa Acharya (DIN: 06558712) was appointed as an Additional Director under the category of Non-Executive & Independent Director as per the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, on the Board of the Company with effect from September 15, 2020. He holds office as an Independent Director of the Company up to the conclusion of the ensuing annual general meeting.

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

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

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

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

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

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

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

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

Item no. 5:

Dr. K. Jayalakshmi Kumari (DIN: 03423518) was appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (LODR) Regulations, 2015 (“Listing Agreement”). She holds office as Independent Directors of the Company up to May 16, 2021 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

The NRC of the Board of Directors, on the basis of the report of performance evaluation of Independent Director, has recommended reappointment of Dr. K. Jayalakshmi Kumari as Independent Director for a second term of 5 (Five) years on the Board of the Company i.e., from the date of 21st AGM up to the conclusion/date of 26th AGM of the Company to be held in 2025.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the NRC, considers that, given her background and experience and contributions made by her during the tenure, the continued association of Dr. K. Jayalakshmi Kumari would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Dr. K. Jayalakshmi Kumari as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) years on the Board of the Company i.e., from the date of 21st AGM up to the conclusion/date of 26th AGM of the Company to be held in 2025.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board’s report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Dr. K. Jayalakshmi Kumari is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director.

The Company has also received declaration from Dr. K. Jayalakshmi Kumari that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Dr. K. Jayalakshmi Kumari fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations. Dr. K. Jayalakshmi Kumari is independent of the management.

Details of Directors whose re-appointment as Independent Director is proposed at Item No. 5 is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of letter of appointment of Dr. K. Jayalakshmi Kumari setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Dr. K. Jayalakshmi Kumari is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to her reappointment. The relatives of Dr. K. Jayalakshmi Kumari may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

With her vast experience in the field of Teaching Political Science & Economics, Dr. K. Jayalakshmi Kumari, has always actively participated in the Board and Committee meetings, sought clarity on issues related to business, accounting principles and emphasized on employee welfare and regulatory and legal compliance.

As an Independent Woman Director on Board, Dr. K. Jayalakshmi Kumari was active in issues related to women employees and their welfare. She was also an active participant in discussions relating to Prevention of Sexual Harassment of Women at Workplaces apart from attending all the Board and Committee meetings regularly.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item no. 6:

The Board of Directors of the Company at its meeting held on December 04, 2020 approved to the offer, issue and allot 34 Crore warrants of the Company at Rs. 7.70/- (Rupees Seven and Seventy Paise only) each at a premium of Rs. 5.70/- (Rupees Five and Seventy Paise only) by way of preferential issue of warrants in accordance with Chapter V of the **SEBI (ICDR) Regulations, 2018** subject to approval of shareholders.

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the resolution no.6 of this Notice shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank *pari-passu* inter se and with the then existing equity shares of the Company in all respects, including in relation to dividend.

The disclosures under Resolution No. 6 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:

1. The objects of the Issue

In order to meet long term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue and allot in aggregate and upto 34,00,00,000 (Thirty Four Crore Only) convertible warrants ("Warrants") at a price of Rs. 7.70/- per warrant, each warrant convertible into or exchangeable for One (1) Equity Share of the face value of Rs. 2/- at a premium of Rs. 5.70/- per share aggregating to Rs. 261,80,00,000/- (Rupees Two Hundred and Sixty One Crore Eighty Lacs only) to the proposed allottees.

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

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited ("NSE") in accordance with SEBI (ICDR) Regulations.

The pricing of the warrants to be allotted on preferential basis is Rs. 7.70/- per warrant convertible into one equity share of face value of Rs. 2/- each, which is higher than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

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

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

or

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

Accordingly, the price per equity share, to be issued, is fixed at Rs. 7.70 (Rupees Seven and Seventy Paise Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the

price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163 (1) (g) and 163 (1) (h) of the SEBI (ICDR) Regulations.

4. Terms of Issue of the Warrants, if any.

The issue of warrants and thereby conversion into Equity shares upon the allotment in terms of this resolution shall rank *pari-passu* with existing equity shares of the Company in all respects.

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

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

6. Relevant Date:

The “Relevant Date” in accordance with SEBI ICDR Regulations would be Friday, November 27, 2020 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

7. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Shares as follows:

Sl. No.	Category	PRE-ISSUE		Allotment	POST ISSUE#	
		No. of Shares held	% of Shareholding	No. of Warrants	No. of Shares held	% of Shareholding
A.	Promoters' holding:					
1	Indian					
	Individual/ Hindu undivided Family	67,500,787	13.30	-	67,500,787	7.96
	Bodies Corporate	-	-	-	-	-
	Sub Total	67,500,787	13.30	-	67,500,787	7.96
2	Foreign Promoters	92,173,599	18.16	-	92,173,599	10.87
	Bodies Corporate	26,953,299	5.31	-	26,953,299	3.18
	Sub Total (A)	186,627,685	36.76	-	186,627,685	22.02
B.	Non-Promoters' holding:					
1	Institutional Investors	-	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-	-
	Foreign Portfolio Investor	1,145,289	0.23	-	1,145,289	0.14
2	Central Government/State Government(s)/ President of India	-	-	-	-	-
3	Non- Institution Investors					
	Individuals	169,792,621	33.45	58,500,000	228,292,621	26.93
	NBFCs Registered with					

	RBI	20,000	0.00	-	20,000	0.00
	Employees	213,000	0.04	-	213,000	0.03
	Any Others					
	Non Resident Indians	58,442,186	11.51	22,000,000	80,442,186	9.49
	Clearing Members	2,451,446	0.48	-	2,451,446	0.29
	Foreign Body Corporate	23,800,000	4.69	6,000,000	29,800,000	3.52
	Bodies Corporate	64,428,272	12.69	253,500,000	317,928,272	37.51
	Trust	731,000	0.14	-	731,000	0.09
	Sub Total (B)	321,023,814	63.24	340,000,000	661,023,814	77.98
	GRAND TOTAL (A+B)	507,651,499	100.00	340,000,000	847,651,499	100.00
C.	Non Promoter-Non Public	-	-	-	-	-
	Shares underlying DRs	-	-	-	-	-
	Shares held by Employee Trust	-	-	-	-	-
	GRAND TOTAL (A+B+C)	507,651,499	100.00	340,000,000	847,651,499	100.00

assuming full conversion of the warrants

Note:-

- (i) The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.
- (ii) The pre-issue shareholding pattern is as on September 30, 2020 as the notice was approved as on December 04, 2020.

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

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

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

As required under the SEBI (ICDR) Regulations, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

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

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

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

During the period from April 01, 2020 till date of this AGM Notice, the Company has offered, issued and allotted 3,14,00,000 Equity shares on preferential basis to non-promoters on May 27, 2020 whose details are mentioned below.

Sl. No.	Name of the Allottee	No. of Equity Shares
1	Muskaan Limited	23800000
2	Kishan Prakash	4800000
3	Ishan Prakash	2800000

The aforementioned 31400000 Equity shares (face value of Rs.2/- per share) are allotted on preferential basis at Rs.10/- per share with a premium of Rs.8/- per share.

12. Valuation for consideration other than cash: Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

14. Lock-in Period:

The proposed allotment of warrants and equity shares (upon conversion of warrants into equity) shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

15. Listing:

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

16. Auditors' Certificate:

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

17. Other Disclosures:

- i. None of the Issuer, any Promoter or Directors of the Company is willful defaulter.
- ii. The Proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.

- iii. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- iv. During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.
- v. The Issuer Company has not issued any securities for consideration other than cash and hence, the Valuation Report of the Registered Valuer is not applicable.

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

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

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

Sl. No.	Name of the Proposed Allottee	Ultimate beneficial owner	Pre-Issue		Issue of Warrants	Post-Issue #	
			Shares	%		Shares	%
1	ARADHANA COMMOALES LLP	PARIMAL JASWANTRAI MEHTA PARUL PARIMAL MEHTA MEHTA SHIKHA PARIMAL BINISHA AMAR AJMERA	-	-	50,000,000	50,000,000	5.90
2	SARITA COMMOALES LLP	PARTH BHAVESH ZAVERI DHRUV BHAVESH ZAVERI	-	-	50,000,000	50,000,000	5.90
3	MANGAL COMPUSOLUTION PVT LTD	MEGHRAJ SOHANLAL JAIN PATHIK MUKESH DESAI VINNI DESAI MUKESH DESAI	-	-	40,000,000	40,000,000	4.72
4	KALPANA COMMOALES LLP	CHAUDHARY SEEMA VINOD VINOD AATMARAM CHAUDHARY	-	-	25,000,000	25,000,000	2.95
5	SAHITAY COMMOALES LLP	KARAN MOHANLAL SAHU KOTHMIRE MANISHA SURESH	-	-	25,000,000	25,000,000	2.95
6	HANSRAJ COMMOALES LLP	DARSHANA DNYANESHWAR BHOIR DNYANESHWAR BABURAO BHOIR	-	-	24,000,000	24,000,000	2.83
7	SUBRATO SAHA	SUBRATO SAHA	-	-	22,000,000	22,000,000	2.60
8	SHALINI SALES LLP	TEJAL KETAN SHAH BHAVIK NAVINCHANDRA SHAH	-	-	20,000,000	20,000,000	2.36
9	PARUL PARIMAL MEHTA	PARUL PARIMAL MEHTA	-	-	10,000,000	10,000,000	1.18
10	PANKTI COMMOALES LLP	SANJAY DHARAMSHI MALDE NARESH DAMJI NAGDA	-	-	10,000,000	10,000,000	1.18

11	LEPTON SOFTWARE TRADING FZCO	RAJEEV SARAF UMANG SARAF	-	-	5,400,000	5,400,000	0.64
12	TALISMAN SECURITIES PVT LTD	SWATI ATUL REGE GOVINDRAJ ATUL REGE	-	-	5,000,000	5,000,000	0.59
13	ANISH PARMANAND BHATIA	ANISH PARMANAND BHATIA	-	-	5,000,000	5,000,000	0.59
14	PALACE HEIGHTS AVENUES LLP	B .RAVI KUMAR	-	-	4,500,000	4,500,000	0.53
15	ANKIT KUMAR ALYA	ANKIT KUMAR ALYA	-	-	4,000,000	4,000,000	0.47
16	VINITA JAIN	VINITA JAIN	10,000	0.002	3,825,000	3,835,000	0.45
17	Y SURYANARAYANA RAJU	Y SURYANARAYANA RAJU	-	-	3,500,000	3,500,000	0.41
18	GAUTAM GOPIKISHAN MAKHARIA	GAUTAM GOPIKISHAN MAKHARIA	-	-	2,500,000	2,500,000	0.29
19	PUNEET GOPIKISHAN MAKHARIA	PUNEET GOPIKISHAN MAKHARIA	-	-	2,500,000	2,500,000	0.29
20	SANJIB HIRENDRA CHAKRABORTY	SANJIB HIRENDRA CHAKRABORTY	-	-	2,500,000	2,500,000	0.29
21	SANJIV JAYANT SHAH	SANJIV JAYANT SHAH	-	-	2,000,000	2,000,000	0.24
22	CHERUKURU SRINIVASA RAO	CHERUKURU SRINIVASA RAO	-	-	1,500,000	1,500,000	0.18
23	RUSHIDA RAHUL MEHTA	RUSHIDA RAHUL MEHTA	-	-	1,500,000	1,500,000	0.18
24	AYAZ AMIR MANJEE	AYAZ AMIR MANJEE	-	-	1,000,000	1,000,000	0.12
25	SHIVKRISHNA HARAKCHAND DAMANI	SHIVKRISHNA HARAKCHAND DAMANI	-	-	1,000,000	1,000,000	0.12
26	MANJU SHIVKRISHNA DAMANI	MANJU SHIVKRISHNA DAMANI	-	-	1,000,000	1,000,000	0.12
27	VARUN SHIVKRISHNA DAMANI	VARUN SHIVKRISHNA DAMANI	-	-	1,000,000	1,000,000	0.12
28	PRERNA VARUN DAMANI	PRERNA VARUN DAMANI	-	-	1,000,000	1,000,000	0.12
29	POOJA RAJENDRA PRASAD PODDAR	POOJA RAJENDRA PRASAD PODDAR	-	-	1,000,000	1,000,000	0.12
30	RAJENDRA PRASAD PODDAR	RAJENDRA PRASAD PODDAR	-	-	1,000,000	1,000,000	0.12
31	SUSHILA DEVI PODDAR	SUSHILA DEVI PODDAR	-	-	1,000,000	1,000,000	0.12
32	ASIF ISMAIL ATHANIYA	ASIF ISMAIL ATHANIYA	-	-	1,000,000	1,000,000	0.12
33	VINAYKUMAR PANDEY	VINAYKUMAR PANDEY	-	-	1,000,000	1,000,000	0.12
34	RAGHUNATH NAIDU KODIDINI	RAGHUNATH NAIDU KODIDINI	-	-	800,000	800,000	0.09
35	SIDDHARTH DUBEY	SIDDHARTH DUBEY	-	-	750,000	750,000	0.09
36	LEPTON SOFTWARE PTE LTD	RAJEEV SARAF SONAM SARAF	-	-	600,000	600,000	0.07
37	MLS SUDHEER	MLS SUDHEER	-	-	600,000	600,000	0.07
38	PATLOLLA PRASHANTH REDDY	PATLOLLA PRASHANTH REDDY	-	-	500,000	500,000	0.06
39	KANEEZ ZAINAB	KANEEZ ZAINAB	-	-	500,000	500,000	0.06
40	ZAINAB HAJEEBHAI MANJEE	ZAINAB HAJEEBHAI MANJEE	-	-	500,000	500,000	0.06
41	HANIF AMIR MANJEE	HANIF AMIR MANJEE	-	-	500,000	500,000	0.06
42	MOHAMED MAJID M SIDDIQUI	MOHAMED MAJID M SIDDIQUI	-	-	500,000	500,000	0.06

43	LORIYA MOHSIN RAFIK	LORIYA MOHSIN RAFIK	-	-	500,000	500,000	0.06
44	SHABANA AYAZ MANJEE	SHABANA AYAZ MANJEE	-	-	500,000	500,000	0.06
45	SAIRA HANIF MANJEE	SAIRA HANIF MANJEE	-	-	500,000	500,000	0.06
46	ZEESHAN HANIF MANJEE	ZEESHAN HANIF MANJEE	-	-	500,000	500,000	0.06
47	ASHISH CHHOTUBHAI HAMID	ASHISH CHHOTUBHAI HAMID	-	-	500,000	500,000	0.06
48	MEGHNA KAUSTUBH KULKARNI	MEGHNA KAUSTUBH KULKARNI	-	-	500,000	500,000	0.06
49	KAUSTUBH BALCHANDRA KULKARNI	KAUSTUBH BALCHANDRA KULKARNI	-	-	500,000	500,000	0.06
50	PONNA BHUVANESWARI	PONNA BHUVANESWARI	-	-	450,000	450,000	0.05
51	SAYEEDA YASEEN	SAYEEDA YASEEN	-	-	400,000	400,000	0.05
52	P SOUMYA	P SOUMYA	-	-	140,000	140,000	0.02
53	GIDDALA RAMAKANTH	GIDDALA RAMAKANTH	-	-	100,000	100,000	0.01
54	ADAPA SRINIVAS	ADAPA SRINIVAS	-	-	100,000	100,000	0.01
55	SRI RAM DITTAKAVI	SRI RAM DITTAKAVI	-	-	100,000	100,000	0.01
56	RAJESH LAXMAN RAO CHIVUKULA	RAJESH LAXMAN RAO CHIVUKULA	-	-	90,000	90,000	0.01
57	SUBRAT KUMAR SAHOO	SUBRAT KUMAR SAHOO	-	-	55,000	55,000	0.01
58	P SIVA RAMA RAJU	P SIVA RAMA RAJU	-	-	50,000	50,000	0.01
59	HIMAKUMAR KONDIPARTHI	HIMAKUMAR KONDIPARTHI	-	-	40,000	40,000	0.005

#assuming full conversion of warrants

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

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

The resolutions as set out in Item No. 6 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the warrants on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 6 of this Notice, for the approval of the Members.

Save and except for the shares of the Company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolutions as set out at Item No. 6 of this Notice.

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

Copies of all documents relevant to the above resolution at Item No 6 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

For and on behalf of the Board of Directors

Place: Hyderabad
Date: December 04, 2020

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

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