



September 17, 2021

BSE Limited

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

National Stock Exchange of India Limited

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

Dear Madam/Sir,

Sub: Notice of the Postal Ballot

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), please find enclosed Notice of Postal Ballot/ E-voting ("**Notice**") being sent to the shareholders, seeking their approval by way of Special Resolution for the matters set out in the Notice dated September 16, 2021.

Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "**Management Rules**") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), the Company is sending this Notice in electronic form only and hard copy of the Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system only.

The Notice is being sent to those shareholders whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on September 10, 2021 (Friday) i.e., cut-off date, as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together referred to as "**Depositories**") and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with Aarthi Consultants Private Limited, the registrar and share transfer agent of the Company.





The shareholders whose e-mail addresses are not registered are requested to register their e-mail addresses and mobile numbers by following the procedure specified in the Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide E-voting facility.

The E-voting period begins at 09:00 a.m. IST on September 21, 2021 (Tuesday) and ends at 05:00 p.m. IST on October 20, 2021 (Wednesday). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., September 10, 2021 (Friday) may cast their votes through E-voting facility.

The Notice will also be available on the Company's website 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.: Notice of Postal Ballot





BRIGHTCOM GROUP LIMITED

(formerly known as Lycos Internet Limited)

CIN: L64203TG1999PLC030996

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

Phone: + 91-40-67449910, Fax: +91-40-66459677

Website: www.brightcomgroup.com E-mail: ir@brightcomgroup.com

NOTICE OF POSTAL BALLOT

Notice pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and MCA Circulars (as defined below)

To
The Members of the Company,

Notice is hereby given to the members, pursuant to Section 108 and 110 of the Companies Act, 2013 (the “**Act**”), which shall include any statutory modifications, amendments or re-enactments thereto) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), which shall include any statutory modifications, amendments or re-enactments thereto) and the General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) executed with the stock exchanges on which equity shares of the Company are listed for seeking Shareholders’ consent to pass the proposed Special Resolutions as set out below by way of Postal Ballot.

In a past board meeting held on July 13, 2021, the board had approved the Issue, and allotment of 11,96,25,000 Equity Shares on Preferential Basis to 15 Non-Promoter allottees; subsequently the general body of the Company approved the same at the EGM dated August 05, 2021. The proposal mentioned above was made before the execution of another corporate action for Bonus Issue, i.e., August 20, 2021, being the Record Date, and the pricing of the said shares was set at Rs. 31.17/- per share considering the pre-bonus share capital. However, the said allotment could not be completed within the Record Date for Bonus. To avoid any legal challenges arising from such a situation, the Company has decided to cancel the proposed preferential Issue made on July 13, 2021. In light of that cancellation, the Company has now decided to go for a new issue and allotment of Equity Shares at a revised price arriving as per the provisions of SEBI (ICDR) Regulations, 2018. The board of directors of the Company (“**Board**”) at its meeting held on September 16, 2021 (“**Board Meeting**”) has, subject to the approval of the shareholders of the Company by way of a special resolutions through the postal ballot (by remote e-voting) and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the Issue and allotment of equity shares and warrants which are convertible into equity shares under Preferential Issue. An explanatory statement pursuant to Section 102 of the Companies Act and other applicable provisions of the Companies Act (“**Explanatory Statement**”), setting out the material facts and the reasons is appended hereto.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Sravan Korukonda (ACS No. 43935 & C.P. No. 21828), Practicing Company Secretary, Hyderabad, who will act as the scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot process through remote e-voting in a fair



and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

In compliance with Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of remote e-voting only (“E-voting”). The Company has provided e-voting facility to its members and has engaged Central Depository Services (India) Limited (“CDSL”), an agency authorised by the Ministry of Corporate Affairs (“MCA”) for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

The Scrutinizer will submit report to the Chairman, after the completion of the scrutiny. The result of the remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer on or before Friday, October 22, 2021 at the Registered Office of the Company at Floor-5, Fairfield by Marriott, Road No. 2, Nanakramguda, Gachibowli, Hyderabad -500032, Telangana.

The results shall also be announced to the BSE Limited (the “BSE”) and National Stock Exchange of India Limited (the “NSE”) (the NSE together with the BSE are referred to as the “**Stock Exchanges**”) where the Equity Shares of the Company are listed and shall also be intimated to Aarthi Consultants Private Limited, the registrar and share transfer agents of the Company (the “RTA”). The results will also be made available on Company’s website at www.brightcomgroup.com. The resolutions shall be deemed to have been passed on the last date specified by the Company for remote e-voting, if approved by the Members with requisite majority.

SPECIAL BUSINESS

1. Issue of Equity Shares on a preferential basis to Non-Promoters:

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

“**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “**SEBI (ICDR) Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) (Amendment) Regulations, 2021 (“**SEBI Takeover Regulations**”), to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject



to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 14,01,50,000 (Fourteen Crore One Lakh and Fifty Thousand only) equity shares (“Equity Shares”) of face value of ₹2/- (Rupees Two only) each at a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only) each Equity Shares under Non-Promoter Category by way of preferential allotment of equity shares to the persons mentioned herein below (collectively referred to as “**Proposed Allottees**”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder.”

Sl. No.	Allottee Name	No of Securities
1	Citrus Global Arbitrage Fund	2,00,00,000
2	Calypso Global Investment Fund	2,70,00,000
3	Navigator Emerging Market Fund	3,00,00,000
4	Connecor Investment Enterprises Ltd	1,00,00,000
5	LGOF Global Opportunities Ltd	3,00,00,000
6	Kamala Bai	1,00,00,000
7	Tirumala Stock Broking Pvt. Ltd.	50,00,000
8	Shikha Samit Bhartia	20,00,000
9	Shilpi Dixit	10,00,000
10	Vikas Dixit	10,00,000
11	Vaishnava Priya Veeramisti	5,00,000
12	Nikhil Tyagi	4,50,000
13	Arunangshu Ghosh	4,00,000
14	Dipankar Bonnerjee	4,00,000
15	Parul Moondhra	3,00,000
16	Mandeep Singh Sahni	3,00,000
17	Sumita Acharya	2,50,000
18	Ashika Global Finance Pvt Ltd	2,00,000
19	Parul Sunil Chawda	1,60,000
20	Manoj Sunil Chawda	1,60,000
21	Aakanksha M Chawda	1,60,000
22	Hardik Sunil Chawda	1,60,000
23	Ritika Ranjan	1,50,000
24	Goonjan Dhar	1,00,000
25	Aseem Bhatia	1,00,000
26	Sona Kumar Sampat	1,00,000
27	Raghav Mallik	1,00,000
28	Rajeev Kumar	1,00,000
29	Tarun Bhandari	60,000
Total		14,01,50,000

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



- (i) The equity shares shall be issued and allotted by the Company to Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- (ii) The equity shares to be offered, issued and allotted shall rank *pari-passu* with the existing equity shares of the Company in all respects including the payment of dividend, if any;
- (iii) The “**Relevant Date**” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is Monday, September 20, 2021, being 30 days prior to date on which the resolution is deemed to be passed i.e., the last date specified for e-voting for this Postal Ballot Notice;
- (iv) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, as amended from time to time;
- (v) The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- (vi) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

2. Issuance of Warrants convertible into Equity Shares on Preferential basis to Non-Promoters:

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

“**RESOLVED THAT** pursuant to Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “**Act**”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Securities and Exchange Board of India (“**SEBI**”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**Listing Regulations**”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “**SEBI (ICDR) Regulations**”), the SEBI (Substantial Acquisition of Shares &



Takeovers) (Amendment) Regulations, 2021 (“**SEBI Takeover Regulations**”), to the extent applicable and approvals including from the BSE Limited and the National Stock Exchange of India Limited (collectively the “**Stock Exchanges**”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe) by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, up to 1,50,00,000 (One Crore & Fifty Lakhs Only) convertible warrants (“**Warrants**”) at a price of ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of ₹2/- each of the Company (“**Equity Shares**”) at a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only) per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to ₹56,65,50,000/- (Rupees Fifty-Six Crore Sixty-Five Lakhs and Fifty Thousand 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	Shankar Sharma	1,50,00,000

RESOLVED FURTHER THAT the “**Relevant Date**” for this proposed issue of Warrants in accordance with the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue is Monday, September 20, 2021, being 30 days prior to date on which the resolution is deemed to be passed i.e., the last date specified for e-voting for this Postal Ballot Notice;

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 ₹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 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.”

**By order of the Board of Directors of
Brightcom Group Limited**

**Sd/-
Manohar Mollama
Company Secretary & Compliance Officer
M No.: A39254**



Place: Hyderabad
Date: September 16, 2021

Registered Office:

Brightcom Group Limited
Floor-5, Fairfield by Marriott,
Road No. 2, Nanakramguda,
Gachibowli, Hyderabad – 500032
CIN: L64203TG1999PLC030996
www.brightcomgroup.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act and SEBI ICDR Regulations in respect of proposed special resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.
2. The Notice is being sent to all the shareholders, whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on September 10, 2021 (Friday) i.e., cut-off date, as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together referred to as “**Depositories**”) and who have registered their e-mail addresses in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with Aarthi Consultants Private Limited, the registrar and share transfer agent of the Company. Any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only. A copy of this Notice will also be available on the Company’s website at www.brightcomgroup.com and at the relevant sections of the websites of the stock exchanges on which the Equity Shares of the Company are listed.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 and its Rules and MCA Circulars, the Company is only offering E-voting facility to the shareholders, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide E-voting facility.
4. In view of the ongoing threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses registered.
5. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company’s Registrar and Share Transfer Agent, Aarthi Consultants Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.



6. The Company has appointed Mr. Sravan Korukonda (ACS No. 43935 & C.P. No: 21828), Practicing Company Secretary, Hyderabad as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before October 22, 2021 and will be displayed on the website of the Company at www.brightcomgroup.com and intimated to Stock Exchanges and shall also be intimated to CDSL and Aarthi Consultants Private Limited (RTA).
7. The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on September 10, 2021 (Friday). A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., September 10, 2021) only shall be entitled to avail the facility of E-voting.
8. The E-voting period begins at 09:00 a.m. IST on September 21, 2021 (Tuesday) and ends at 05:00 p.m. IST on October 20, 2021 (Wednesday). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., September 10, 2021 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by CDSL for voting thereafter.
9. The last date for the E-voting i.e., October 20, 2021 (Wednesday) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at www.brightcomgroup.com until the last date for the E-voting.
10. For any clarifications, shareholders holding Equity Shares of the Company may contact Mr. Manohar Mollama, Company Secretary & Compliance Officer at Telephone No.: +91 40 67449910 ; Email ID: ir@brightcomgroup.com.
11. In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote e-voting”). The instructions for electronic voting are annexed to this Notice.
12. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice through emails to the Shareholders will be published in at least one English language and one vernacular language newspaper circulating in Hyderabad, Telangana.

INSTRUCTIONS ON E-VOTING FACILITY:

- (i) The voting period begins on September 21, 2021 (Tuesday) at 09:00 am and ends on October 20, 2021 (Wednesday) at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 10, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, including the circulars further released in this matter, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li data-bbox="435 1435 1503 1637">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<li data-bbox="435 1675 1503 1998">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

(iv) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant BRIGHTCOM GROUP LIMITED on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.



- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ir@brightcomgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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

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



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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts:

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the Postal Ballot dated September 16, 2021.

Item No. 1:

The Board of Directors of the Company at its meeting held on September 16, 2021 has approved to the offer, issue and allot equity shares of face value of ₹2/- (Rupees Two only) each of the Company at a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only) each equity shares by way of preferential issue of equity shares in accordance with Chapter V of the **SEBI (ICDR) Regulations, 2018** subject to approval of shareholders.

The disclosures under Resolution No.1 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:

1. Objects of the Issue:

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company’s operations and adjacencies, making investments in companies including in subsidiaries or otherwise, growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 14,01,50,000 (Fourteen Crore One Lakh and Fifty Thousand only) equity shares of face value of ₹2/- (Rupees Two only) each of the Company at ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) including a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only).

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

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited (“NSE”) in accordance with SEBI (ICDR) Regulations, 2018.

The pricing of the Equity Shares to be allotted on preferential basis is ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) per Equity Share of face value of ₹2/- each, which is higher than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations, 2018.



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

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date;
- or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

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

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

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

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

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

6. Relevant Date:

The “Relevant Date” for the offer, issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is Monday, September 20, 2021 being the date thirty days prior to the date on which the meeting of shareholders’ resolution is passed.

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

Sl. No.	Category	PRE - ISSUE		ALLOTMENT	POST ISSUE	
		No. of shares held	% of Shareholding	No. of Shares	No. of Shares held	% of Shareholding
A.	Promoter's Holding:					
1	Indian					
	Individual / Hindu undivided Family	84375983	8.10	0	84375983	7.05
	Bodies Corporate					
	Sub Total	84375983	8.10	0	84375983	7.05
2	Foreign					



	Individuals (Non-Resident Individuals / Foreign Individuals)	115216998	11.06	0	115216998	9.63
	Bodies Corporate	33691623	3.23	0	33691623	2.82
	Sub Total	148908621	14.30	0	148908621	12.44
	Sub Total (A)	233284604	22.40	0	233284604	19.49
B.	Non-Promoter's Holding:					
1	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor	2234565	0.21	117000000	119234565	9.96
	Foreign Body Corporate					
2	Central government / State Government(s) / President of India					
3	Non-Institution Investors					
	Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	128895232	12.37	990000	129885232	10.85
	Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakhs	214825078	20.62	12950000	227775078	19.03
	NBFCs registered with RBI	25001	0.00		25001	0.00
	Employee Trusts					
	Any others					
	Employees	266250	0.03		266250	0.02
	Non resident Indians	86898928	8.34	19010000	105908928	8.85
	Bodies Corporate	340474749	32.69	5200000	345674749	28.88
	Overseas Corporate Bodies	29750000	2.86		29750000	2.49
	Clearing Members	4076217	0.39		4076217	0.34
	Trust	902500	0.09		902500	0.08
	Sub Total (B)	808348520	77.60	155150000	963498520	80.51
	GRAND TOTAL (A + B)	1041633124	100.00	155150000	1196783124	100.00
C.	Non Promoter - Non Public					
	Shares underlying DRs					
	Shares held by Employee Trust					
	GRAND TOTAL (A + B + C)	1041633124	100.00	155150000	1196783124	100.00

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 August 24, 2021 as the notice was approved as on September 16, 2021.



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

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

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

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

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

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

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

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

Sl. No.	Name of the Allottee	No. of Warrants	Price (₹)
1	ARADHANA COMMOSALES LLP	5,00,00,000	7.70
2	SARITA COMMOSALES LLP	5,00,00,000	7.70
3	MANGAL COMPUSOLUTION PVT LTD	4,00,00,000	7.70
4	KALPANA COMMOSALES LLP	2,50,00,000	7.70
5	SAHITAY COMMOSALES LLP	2,50,00,000	7.70
6	HANSRAJ COMMOSALES LLP	2,40,00,000	7.70
7	SUBRATO SAHA	2,20,00,000	7.70
8	SHALINI SALES LLP	2,00,00,000	7.70
9	PARUL PARIMAL MEHTA	1,00,00,000	7.70
10	PANKTI COMMOSALES LLP	1,00,00,000	7.70
11	LEPTON SOFTWARE TRADING FZCO	54,00,000	7.70
12	TALISMAN SECURITIES PVT LTD	50,00,000	7.70
13	PALACE HEIGHTS AVENUES LLP	45,00,000	7.70
14	ANKIT KUMAR ALYA	40,00,000	7.70
15	VINITA JAIN	38,25,000	7.70
16	Y SURYANARAYANA RAJU	35,00,000	7.70
17	GAUTAM GOPIKISHAN MAKHARIA	25,00,000	7.70
18	PUNEET GOPIKISHAN MAKHARIA	25,00,000	7.70
19	SANJIB HIRENDRA CHAKRABORTY	25,00,000	7.70



20	CHERUKURU SRINIVASA RAO	15,00,000	7.70
21	RUSHIDA RAHUL MEHTA	15,00,000	7.70
22	AYAZ AMIR MANJEE	10,00,000	7.70
23	SHIVKRISHNA HARAKCHAND DAMANI	10,00,000	7.70
24	MANJU SHIVKRISHNA DAMANI	10,00,000	7.70
25	VARUN SHIVKRISHNA DAMANI	10,00,000	7.70
26	PRERNA VARUN DAMANI	10,00,000	7.70
27	POOJA RAJENDRA PRASAD PODDAR	10,00,000	7.70
28	RAJENDRA PRASAD PODDAR	10,00,000	7.70
29	SUSHILA DEVI PODDAR	10,00,000	7.70
30	ASIF ISMAIL ATHANIYA	10,00,000	7.70
31	RAGHUNATH NAIDU KODIDINI	8,00,000	7.70
32	SIDDHARTH DUBEY	7,50,000	7.70
33	LEPTON SOFTWARE PTE LTD	6,00,000	7.70
34	MLS SUDHEER	6,00,000	7.70
35	PATLOLLA PRASHANTH REDDY	5,00,000	7.70
36	KANEEZ ZAINAB	5,00,000	7.70
37	ZAINAB HAJEEBHAI MANJEE	5,00,000	7.70
38	HANIF AMIR MANJEE	5,00,000	7.70
39	MOHAMED MAJID M SIDDIQUI	5,00,000	7.70
40	LORIYA MOHSIN RAFIK	5,00,000	7.70
41	SHABANA AYAZ MANJEE	5,00,000	7.70
42	SAIRA HANIF MANJEE	5,00,000	7.70
43	ZEESHAN HANIF MANJEE	5,00,000	7.70
44	ASHISH CHHOTUBHAI HAMID	5,00,000	7.70
45	MEGHNA KAUSTUBH KULKARNI	5,00,000	7.70
46	KAUSTUBH BALCHANDRA KULKARNI	5,00,000	7.70
47	PONNA BHUVANESWARI	4,50,000	7.70
48	SAYEEDA YASEEN	4,00,000	7.70
49	P SOUMYA	1,40,000	7.70
50	ADAPA SRINIVAS	1,00,000	7.70
51	SRI RAM DITTAKAVI	1,00,000	7.70
52	RAJESH LAXMAN RAO CHIVUKULA	90,000	7.70
53	P SIVA RAMA RAJU	50,000	7.70
54	HIMAKUMAR KONDIPARTHI	40,000	7.70
Total		33,18,45,000	

Note: In a past board meeting held on July 13, 2021, the board had approved the Issue, and allotment of 11,96,25,000 Equity Shares on Preferential Basis to 15 Non-Promoter allottees; subsequently the general body of the Company approved the same at the EGM dated August 05, 2021. The proposal mentioned above was made before the execution of another corporate action for Bonus Issue, i.e., August 20, 2021, being the Record Date, and the pricing of the said shares was set at Rs. 31.17/- per share considering the pre-bonus share capital. However, the said allotment could not be completed within the Record Date for Bonus. To avoid any legal challenges arising from such a situation, the Company has decided to cancel the proposed preferential Issue made on July 13, 2021. In light of that cancellation, the Company has now decided to go for a new issue and allotment of Equity Shares at a revised price arriving as per the provisions of SEBI (ICDR) Regulations, 2018.

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

15. Listing:

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

16. Auditors' Certificate:

The Certificate being issued by M/s. P C N & Associates (formerly known as Chandra Babu Naidu & Co.,) (Firm Registration No.016016S) Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 5:30 PM on all working days between Monday to Friday every week, from the date of dispatch of the Postal Ballot Notice till October 20, 2021.

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	Category of the Allottee	Pre Issue		No of equity shares to be allotted	Post Issue	
				No. of shares	%		No. of shares	%
1	Citrus Global Arbitrage Fund	Neeraj Gupta	Non Promoter - FPI	0	0	20,000,000	20,000,000	1.67
2	Calypso Global Investment Fund	Jaya Laxmi Maru	Non Promoter - FPI	0	0	27,000,000	27,000,000	2.26
3	Navigator Emerging	Asad Ali	Non Promoter - FPI	0	0	30,000,000	30,000,000	2.51



	Market Fund							
4	Connecor Investment Enterprises Ltd	Leslie Steven Scheltens	Non Promoter - FPI	0	0	10,000,000	10,000,000	0.84
5	LGOF Global Opportunities Ltd	Edgard Victor Lotman	Non Promoter - FPI	0	0	30,000,000	30,000,000	2.51
6	Kamala Bai	Kamala Bai	Non Promoter - Resident Individual	0	0	10,000,000	10,000,000	0.84
7	Tirumala Stock Broking Pvt. Ltd.	Rajendra Kumar Sharma and Tarun Sharma	Non Promoter - Resident - Body Corporate	0	0	5,000,000	5,000,000	0.42
8	Shikha Samit Bhartia	Shikha Samit Bhartia	Non Promoter - Resident Individual	0	0	2,000,000	2,000,000	0.17
9	Shilpi Dixit	Shilpi Dixit	Non Promoter - NRI	0	0	1,000,000	1,000,000	0.08
10	Vikas Dixit	Vikas Dixit	Non Promoter - NRI	166,000	0	1,000,000	1,166,000	0.10
11	Vaishnava Priya Veeramisti	Vaishnava Priya Veeramisti	Non Promoter - NRI	0	0	500,000	500,000	0.04
12	Nikhil Tyagi	Nikhil Tyagi	Non Promoter - NRI	0	0	450,000	450,000	0.04
13	Arunangshu Ghosh	Arunangshu Ghosh	Non Promoter - Resident Individual	0	0	400,000	400,000	0.03
14	Dipankar Bonnerjee	Dipankar Bonnerjee	Non Promoter - NRI	0	0	400,000	400,000	0.03
15	Parul Moondhra	Parul Moondhra	Non Promoter - NRI	0	0	300,000	300,000	0.03
16	Mandeep Singh Sahni	Mandeep Singh Sahni	Non Promoter - Resident Individual	0	0	300,000	300,000	0.03
17	Sumita Acharya	Sumita Acharya	Non Promoter - Resident Individual	0	0	250,000	250,000	0.02
18	Ashika Global Finance Pvt Ltd	Pawan Jain, Daulat Jain and Gaurav Jain	Non Promoter - Resident - Body Corporate	0	0	200,000	200,000	0.02
19	Parul Sunil Chawda	Parul Sunil Chawda	Non Promoter - Resident Individual	0	0	160,000	160,000	0.01
20	Manoj Sunil Chawda	Manoj Sunil Chawda	Non Promoter - Resident Individual	0	0	160,000	160,000	0.01
21	Aakanksha M Chawda	Aakanksha M Chawda	Non Promoter - Resident Individual	0	0	160,000	160,000	0.01
22	Hardik Sunil Chawda	Hardik Sunil Chawda	Non Promoter - Resident Individual	0	0	160,000	160,000	0.01
23	Ritika Ranjan	Ritika Ranjan	Non Promoter - Resident Individual	0	0	150,000	150,000	0.01
24	Goonjan Dhar	Goonjan Dhar	Non Promoter - NRI	0	0	100,000	100,000	0.01
25	Aseem Bhatia	Aseem Bhatia	Non Promoter - Resident Individual	0	0	100,000	100,000	0.01
26	Sona Kumar Sampat	Sona Kumar Sampat	Non Promoter - NRI	0	0	100,000	100,000	0.01
27	Raghav Mallik	Raghav Mallik	Non Promoter - Resident Individual	0	0	100,000	100,000	0.01
28	Rajeev Kumar	Rajeev Kumar	Non Promoter - NRI	0	0	100,000	100,000	0.01
29	Tarun Bhandari	Tarun Bhandari	Non Promoter - NRI	0	0	60,000	60,000	0.01

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



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

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. 1 and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 1 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. 1 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 1 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

Item No. 2:

The Board of Directors of the Company at its meeting held on September 16, 2021 approved to the offer, issue and allot 1,50,00,000 warrants of the Company at ₹37.70/- (Rupees Seven and Seventy Paise only) each at a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only) by way of preferential issue of warrants in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 as amended from time to time, 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 allottee.

The Warrants issued pursuant to the resolution no. 2 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 as amended from time to time.

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. 2 of this Notice, as required in accordance with the Act, the SEBI (ICDR) Regulations, 2018 and other applicable Regulations in relation thereto are as under:

1. Objects of the Issue:

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, making investments in companies including in subsidiaries or otherwise, growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 1,50,00,000 (One Crore Fifty Lakhs only) warrants which are convertible into equal number of equity shares of face value of ₹2/- (Rupees Two only) each of the Company at ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) each including a premium of ₹35.77/- (Rupees Thirty-Five and Seventy-Seven Paise only).

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

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., BSE Limited and National Stock Exchange of India Limited ("NSE") in accordance with SEBI (ICDR) Regulations, 2018.

The pricing of the warrants to be allotted on preferential basis is ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) per warrant, which is higher than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations, 2018.

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

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

or

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



Accordingly, the price per warrant, to be issued, is fixed at ₹37.77/- (Rupees Thirty-Seven and Seventy-Seven Paise only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

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

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

The Warrants to be issued and allotted, which are convertible into equal number of Equity Shares in terms of this resolution shall rank *pari-passu* with existing equity shares of the Company in all respects.

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

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

6. Relevant Date:

The “Relevant Date” for the offer, issue and allotment of the warrants by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price is Monday, September 20, 2021 being the date thirty days prior to the date on which the meeting of shareholders’ resolution is passed.

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

Sl. No.	Category	PRE - ISSUE		ALLOTMENT	POST ISSUE	
		No. of shares held	% of Shareholding	No. of Shares	No. of Shares held	% of Shareholding
A.	Promoter's Holding:					
1	Indian					
	Individual / Hindu undivided Family	84375983	8.10	0	84375983	7.05
	Bodies Corporate					
	Sub Total	84375983	8.10	0	84375983	7.05
2	Foreign					
	Individuals (Non-Resident Individuals / Foreign Individuals)	115216998	11.06	0	115216998	9.63
	Bodies Corporate	33691623	3.23	0	33691623	2.82
	Sub Total	148908621	14.30	0	148908621	12.44
	Sub Total (A)	233284604	22.40	0	233284604	19.49
B.	Non-Promoter's Holding:					
1	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor	2234565	0.21	117000000	119234565	9.96



	Foreign Body Corporate					
2	Central government / State Government(s) / President of India					
3	Non-Institution Investors					
	Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs	128895232	12.37	990000	129885232	10.85
	Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakhs	214825078	20.62	12950000	227775078	19.03
	NBFCs registered with RBI	25001	0.00		25001	0.00
	Employee Trusts					
	Any others					
	Employees	266250	0.03		266250	0.02
	Non resident Indians	86898928	8.34	19010000	105908928	8.85
	Bodies Corporate	340474749	32.69	5200000	345674749	28.88
	Overseas Corporate Bodies	29750000	2.86		29750000	2.49
	Clearing Members	4076217	0.39		4076217	0.34
	Trust	902500	0.09		902500	0.08
	Sub Total (B)	808348520	77.60	155150000	963498520	80.51
	GRAND TOTAL (A + B)	1041633124	100.00	155150000	1196783124	100.00
C.	Non Promoter - Non Public					
	Shares underlying DRs					
	Shares held by Employee Trust					
	GRAND TOTAL (A + B + C)	1041633124	100.00	155150000	1196783124	100.00

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 August 24, 2021 as the notice was approved as on September 16, 2021.

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 / Equity Shares pursuant to this preferential issue.

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

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Warrants on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Warrants requires any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory



authority or the Central Government, as the case may be. The tenure of the warrants of the issuer shall not exceed eighteen months from the date of their allotment.

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

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

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

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

Sl. No.	Name of the Allottee	No. of Warrants	Price (₹)
1	ARADHANA COMMOALES LLP	5,00,00,000	7.70
2	SARITA COMMOALES LLP	5,00,00,000	7.70
3	MANGAL COMPUSOLUTION PVT LTD	4,00,00,000	7.70
4	KALPANA COMMOALES LLP	2,50,00,000	7.70
5	SAHITAY COMMOALES LLP	2,50,00,000	7.70
6	HANSRAJ COMMOALES LLP	2,40,00,000	7.70
7	SUBRATO SAHA	2,20,00,000	7.70
8	SHALINI SALES LLP	2,00,00,000	7.70
9	PARUL PARIMAL MEHTA	1,00,00,000	7.70
10	PANKTI COMMOALES LLP	1,00,00,000	7.70
11	LEPTON SOFTWARE TRADING FZCO	54,00,000	7.70
12	TALISMAN SECURITIES PVT LTD	50,00,000	7.70
13	PALACE HEIGHTS AVENUES LLP	45,00,000	7.70
14	ANKIT KUMAR ALYA	40,00,000	7.70
15	VINITA JAIN	38,25,000	7.70
16	Y SURYANARAYANA RAJU	35,00,000	7.70
17	GAUTAM GOPIKISHAN MAKHARIA	25,00,000	7.70
18	PUNEET GOPIKISHAN MAKHARIA	25,00,000	7.70
19	SANJIB HIRENDRA CHAKRABORTY	25,00,000	7.70
20	CHERUKURU SRINIVASA RAO	15,00,000	7.70
21	RUSHIDA RAHUL MEHTA	15,00,000	7.70
22	AYAZ AMIR MANJEE	10,00,000	7.70
23	SHIVKRISHNA HARAKCHAND DAMANI	10,00,000	7.70
24	MANJU SHIVKRISHNA DAMANI	10,00,000	7.70
25	VARUN SHIVKRISHNA DAMANI	10,00,000	7.70
26	PRERNA VARUN DAMANI	10,00,000	7.70
27	POOJA RAJENDRA PRASAD PODDAR	10,00,000	7.70
28	RAJENDRA PRASAD PODDAR	10,00,000	7.70
29	SUSHILA DEVI PODDAR	10,00,000	7.70
30	ASIF ISMAIL ATHANIYA	10,00,000	7.70
31	RAGHUNATH NAIDU KODIDINI	8,00,000	7.70



32	SIDDHARTH DUBEY	7,50,000	7.70
33	LEPTON SOFTWARE PTE LTD	6,00,000	7.70
34	MLS SUDHEER	6,00,000	7.70
35	PATLOLLA PRASHANTH REDDY	5,00,000	7.70
36	KANEEZ ZAINAB	5,00,000	7.70
37	ZAINAB HAJEEBHAI MANJEE	5,00,000	7.70
38	HANIF AMIR MANJEE	5,00,000	7.70
39	MOHAMED MAJID M SIDDIQUI	5,00,000	7.70
40	LORIYA MOHSIN RAFIK	5,00,000	7.70
41	SHABANA AYAZ MANJEE	5,00,000	7.70
42	SAIRA HANIF MANJEE	5,00,000	7.70
43	ZEESHAN HANIF MANJEE	5,00,000	7.70
44	ASHISH CHHOTUBHAI HAMID	5,00,000	7.70
45	MEGHNA KAUSTUBH KULKARNI	5,00,000	7.70
46	KAUSTUBH BALCHANDRA KULKARNI	5,00,000	7.70
47	PONNA BHUVANESWARI	4,50,000	7.70
48	SAYEEDA YASEEN	4,00,000	7.70
49	P SOUMYA	1,40,000	7.70
50	ADAPA SRINIVAS	1,00,000	7.70
51	SRI RAM DITTAKAVI	1,00,000	7.70
52	RAJESH LAXMAN RAO CHIVUKULA	90,000	7.70
53	P SIVA RAMA RAJU	50,000	7.70
54	HIMAKUMAR KONDIPARTHI	40,000	7.70
Total		33,18,45,000	

Note: In a past board meeting held on July 13, 2021, the board had approved the Issue, and allotment of 11,96,25,000 Equity Shares on Preferential Basis to 15 Non-Promoter allottees; subsequently the general body of the Company approved the same at the EGM dated August 05, 2021. The proposal mentioned above was made before the execution of another corporate action for Bonus Issue, i.e., August 20, 2021, being the Record Date, and the pricing of the said shares was set at Rs. 31.17/- per share considering the pre-bonus share capital. However, the said allotment could not be completed within the Record Date for Bonus. To avoid any legal challenges arising from such a situation, the Company has decided to cancel the proposed preferential Issue made on July 13, 2021. In light of that cancellation, the Company has now decided to go for a new issue and allotment of Equity Shares at a revised price arriving as per the provisions of SEBI (ICDR) Regulations, 2018.

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

15. Listing:

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



16. Auditors' Certificate:

The Certificate being issued by M/s. P C N & Associates (formerly known as Chandra Babu Naidu & Co.,) (Firm Registration No.016016S) Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018 and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 5:30 PM on all working days between Monday to Friday every week, from the date of dispatch of the Postal Ballot Notice till October 20, 2021.

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 Warrants/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	Category of the Allottee	Pre-Issue Equity holding		No. of Warrants to be allotted	Post-Issue Equity holding	
1	Shankar Sharma	Shankar Sharma	Non Promoter - NRI	-	-	1,50,00,000	1,50,00,000	1.25%

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

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

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. 2 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/Equity Shares on a preferential basis, to the extent and in the manner as set out in the respective resolutions and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its members and accordingly, it recommends passing of the Special resolution as set out at Item No. 2 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. 2 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. 2 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

**By order of the Board of Directors of
Brightcom Group Limited**

**Sd/-
Manohar Mollama
Company Secretary & Compliance Officer
M No.: A39254**

**Place: Hyderabad
Date: September 16, 2021**

Registered Office:
Brightcom Group Limited
Floor-5, Fairfield by Marriott,
Road No. 2, Nanakramguda,
Gachibowli, Hyderabad – 500032
CIN: L64203TG1999PLC030996
www.brightcomgroup.com