



Date: November 29, 2018

**BSE Limited**

P. J. Towers, Dalal Street,  
MUMBAI - 400 001.

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai-400051.

**Scrip Code: BSE: 532368 & NSE: BCG**

Dear Sir,

**Sub: Proceedings of the 19<sup>th</sup> Annual General Meeting along with Voting Results**

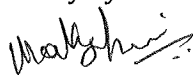
We are forwarding herewith the following in respect of 19<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 28<sup>th</sup> November, 2018 at 10:00 a.m at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad - 500032, Telangana;

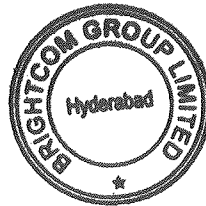
1. Summary of proceedings of AGM as required under Regulation 30 Part-A of the Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Annexure-I.
2. Voting Results pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure-II.
3. Report of Scrutinizer dated November 29, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - Annexure -III

We request you to take the same on record and acknowledge.

Thanking you.

Yours faithfully,  
for **BRIGHTCOM GROUP LIMITED**  
(formerly Lycos Internet Limited)

  
V. SRI LAKSHMI  
COMPANY SECRETARY



**Annexure - I****Summary of Proceedings of the 19<sup>th</sup> Annual General Meeting**

The 19<sup>th</sup> Annual General Meeting of Brightcom Group Limited (formerly Lycos Internet Limited) was held on Wednesday, 28<sup>th</sup> November, 2018 at 10.00 a.m at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad – 500032.

M. Suresh Kumar Reddy, Chairman & Managing Director of the Company chaired the meeting and welcomed the Members and called the meeting in order as the quorum as required under the Section 103 of the Companies Act, 2013 was present.

With the permission of Members, the Notice convening the 19<sup>th</sup> Annual General Meeting was taken as read.

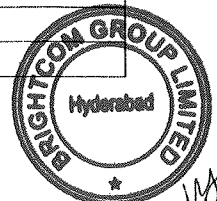
Thereafter, Chairman delivered his speech which included the operational highlights of the business of the Company.

The Chairman invited the members to ask questions or seek clarifications on the Agenda items, and thereafter the Chairman & Managing Director of the Company clarified the queries raised by the members.

With the permission of the Chairman, Company Secretary informed the members that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies ( Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had provided to the Members the facility to cast their vote by remote e-voting through CDSL e-voting platform from 9.00 am on November 25, 2018 to 5.00 pm on November 27, 2018, on all resolutions set forth in the AGM Notice. Members who were present at the AGM and had not cast their votes by e-voting were provided an opportunity to cast their votes at the end of the meeting by means of a physical ballot. It was further informed that there would be no voting by show of hands.

The following items of business as per the Notice of the 19<sup>th</sup> Annual General Meeting were transacted at the meeting.

<b>Resolution No.</b>	<b>Ordinary Business Resolution(s)</b>
1.	Adoption of the Audited Financial Statements (standalone & Consolidated) together with the reports of the Board of Directors and Auditors' thereon.
2.	To appoint a Director in place of Mr. Vijay Kancharla (DIN: 02744217) who retires by rotation and being eligible, offers himself for reappointment.
<b>Special Business Resolution(s)</b>	
3.	To Appoint Dr. Surabhi Sinha as an Independent Director
4.	Increase in limit of NRI investment in the Company





The Board of Directors had appointed Mr. A. Sridhar, Practicing Company Secretary as the Scrutinizer to supervise the e-voting and physical ballot voting process. The Chairman authorized the Company Secretary to declare the results of voting and place the same on the website of the Company.

The consolidated scrutinizers report on e-voting and physical ballot dated November 29, 2018 was received and accordingly all the resolutions as set out in the 19<sup>th</sup> AGM notice were declared as passed with requisite majority and deemed to have been passed on November 28, 2018 being the date of the Annual General Meeting.

The Meeting concluded with a vote of thanks to the Chair and Members.

The meeting commenced at 10.00 AM and concluded at 11.30 AM.

This is for your information and record.

Thanking you.

Yours faithfully,  
for **BRIGHTCOM GROUP LIMITED**  
(formerly Lycos Internet Limited)

  
V. SRI LAKSHMI  
**COMPANY SECRETARY**

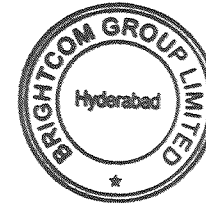


## VOTING RESULTS

Name of the Company	BRIGHTCOM GROUP LIMITED
Date of the Annual General Meeting	November 28, 2018
Total number of shareholders on record date	33488
No. of shareholders present in the meeting either in person or through proxy	222
Promoter and promoter group:	15
Public:	207
No. of shareholders attended the meeting through Video conferencing	Not Applicable

For BRIGHTCOM GROUP LIMITED

  
V. SRI LAKSHMI  
COMPANY SECRETARY



## Resolution (1)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

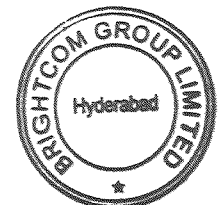
Description of resolution considered

Adoption of the Audited Financial Statements (standalone & Consolidated) together with the reports of the Board of Directors and Auditors' thereon.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
Public-Institutions	E-Voting		748742	1.3118	748742	0	100.0000	0.0000
	Poll	57077375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	57077375	748742	1.3118	748742	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2256544	0.9694	2253737	2807	99.8756	0.1244
	Poll	232786439	1293965	0.5559	1293862	103	99.9920	0.0080
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	232786439	3550509	1.5252	3547599	2910	99.9180	0.0820
<b>Total</b>	<b>Total</b>	476251499	94311805	19.8029	94308895	2910	99.9969	0.0031

**For BRIGHTCOM GROUP LIMITED**

*V. Sri Lakshmi*  
**V. SRI LAKSHMI**  
COMPANY SECRETARY

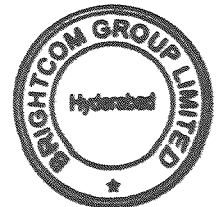


## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To appoint a Director in place of Mr. Vijay Kancharla (DIN: 02744217) who retires by rotation and being eligible, offers himself for reappointment.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
Public- Institutions	E-Voting		748742	1.3118	0	748742	0.0000	100.0000
	Poll	57077375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57077375	748742	1.3118	0	748742	0.0000	100.0000
Public- Non Institutions	E-Voting		2256544	0.9694	2192397	64147	97.1573	2.8427
	Poll	232786439	1293965	0.5559	1293862	103	99.9920	0.0080
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	232786439	3550509	1.5252	3486259	64250	98.1904	1.8096
<b>Total</b>	<b>Total</b>	476251499	94311805	19.8029	93498813	812992	99.1380	0.8620

For BRIGHTCOM GROUP LIMITED

  
**V. SRI LAKSHMI**  
 COMPANY SECRETARY



### Resolution (3)

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

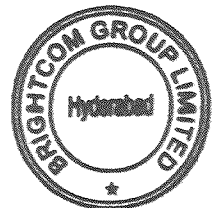
Description of resolution considered

To Appoint Dr. Surabhi Sinha as an Independent Director

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
Public- Institutions	E-Voting		748742	1.3118	748742	0	100.0000	0.0000
	Poll	57077375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	57077375	748742	1.3118	748742	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2256544	0.9694	2249472	7072	99.6866	0.3134
	Poll	232786439	1293965	0.5559	1293862	103	99.9920	0.0080
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	232786439	3550509	1.5252	3543334	7175	99.7979	0.2021
<b>Total</b>	<b>Total</b>	476251499	94311805	19.8029	94304630	7175	99.9924	0.0076

For BRIGHTCOM GROUP LIMITED

*Maksh*  
V. SRI LAKSHMI  
COMPANY SECRETARY



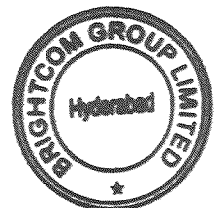
## Resolution (4)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Increase in limit of NRI investment in the Company						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	186387685	90012554	48.2932	90012554	0	100.0000	0.0000
Public- Institutions	E-Voting		748742	1.3118	748742	0	100.0000	0.0000
	Poll	57077375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	57077375	748742	1.3118	748742	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2256544	0.9694	2198762	57782	97.4394	2.5606
	Poll	232786439	1293965	0.5559	1293857	108	99.9917	0.0083
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	232786439	3550509	1.5252	3492619	57890	98.3695	1.6305
<b>Total</b>	<b>Total</b>	476251499	94311805	19.8029	94253915	57890	99.9386	0.0614

Note: Based on the consolidated report of the scrutinizer on the results of both e-voting and physical ballot the aforesaid resolutions were declared to be passed with requisite majority on November 28, 2018 being the date of AGM.

**For BRIGHTCOM GROUP LIMITED**

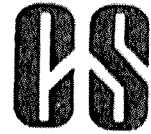
*(Signature)*  
**V. SRI LAKSHMI**  
COMPANY SECRETARY





**A. Sridhar**

Practicing Company Secretary



**COMBINED SCRUTINIZER'S REPORT ON E-VOTING & PHYSICAL BALLOT**

To  
The Chairman of the Board  
BRIGHTCOM GROUP LIMITED  
(formerly Lycos Internet Limited)  
Floor: 5, Holiday Inn Express & Suites,  
Road No: 2, Nanakramguda, Gachibowli,  
Hyderabad - 500032, Telangana, India

Dear Sir,

Combined Report on the e-voting and voting through physical poll conducted at the 19<sup>th</sup> Annual General Meeting (AGM) of Brightcom Group Limited (formerly Lycos Internet Limited) held on Wednesday, November 28, 2018 at 10.00 a.m at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad - 500032.

As per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means (remote e-voting) on all the resolutions contained in the notice of the AGM.

I, A. Sridhar, Practicing Company Secretary resident of Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting as well as physical voting by the Members of the Company at the AGM to ascertain results for the Resolutions contained in the notice of the AGM.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and poll on the Resolution(s) contained in the notice of the AGM.

The Company has availed e-voting facility from service provider CDSL for enabling the shareholders to vote through remote e-voting (from 9.00 A.M. on November 25, 2018 till 5.00 P.M on November 27, 2018) and Ballot Paper at the AGM venue on November 28, 2018 and same is conducted under my supervision. At the time of voting through Ballot paper at the AGM Venue, adequate care is taken, so that no member, who has cast his vote by remote e-voting prior to the meeting, is not allowed to cast his vote again at the AGM venue.

The shareholders holding shares as on the cut-off date November 21, 2018 were entitled to vote on the proposed resolutions (Item No. 1 to 4) as set out in the 19<sup>th</sup> AGM notice of the Company.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and Ballot by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Based on the reports generated from the remote e-voting system provided by CDSL and votes casted at the AGM, I hereby submit the consolidated report of e-voting and physical ballot as Annexure - A.

Thanking you

Yours faithfully,

  
A. Sridhar

Practicing Company Secretary  
C.P No: 12011



Place: Hyderabad  
Date: 29.11.2018

H.No. 29-1380/94 , Road No.5, West Deendayal Nagar, Old Safilguda, Neredmet -500 056.  
Cell: +91-9989394290, Email: asridharcs@gmail.com

**ANNEXURE -A**

**Item No.1:** Adoption of the Audited Financial Statements (standalone & Consolidated) together with the reports of the Board of Directors and Auditors' thereon

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	29	3005286	25	3002479	99.91%	4	2807	0.09%	--	--
Physical	94	91306519	63	91306416	100.00%	31	103	0	--	--
<b>TOTAL</b>	<b>123</b>	<b>94311805</b>	<b>88</b>	<b>94308895</b>	<b>100.00%</b>	<b>35</b>	<b>2910</b>	<b>0.00%</b>	<b>--</b>	<b>--</b>

**Item No.2:** To appoint a Director in place of Mr. Vijay Kancharla (DIN: 02744217) who retires by rotation and being eligible, offers himself for reappointment

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	29	3005286	17	2192397	72.95%	12	812889	27.05%	--	--
Physical	94	91306519	63	91306416	100.00%	31	103	0	--	--
<b>TOTAL</b>	<b>123</b>	<b>94311805</b>	<b>80</b>	<b>93498813</b>	<b>99.14%</b>	<b>43</b>	<b>812992</b>	<b>0.86%</b>	<b>--</b>	<b>--</b>

**Item No.3:** To Appoint Dr. Surabhi Sinha as an Independent Director

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	29	3005286	24	2998214	99.76%	5	7072	0.24%	--	--
Physical	94	91306519	63	91306416	100.00%	31	103	0	--	--
<b>TOTAL</b>	<b>123</b>	<b>94311805</b>	<b>87</b>	<b>94304630</b>	<b>99.99%</b>	<b>36</b>	<b>7175</b>	<b>0.01%</b>	<b>P</b>	<b>--</b>

**Item No.4:** Increase in limit of NRI investment in the Company

Mode	Total Ballots	Total votes	Favour			Against			Invalid/Abstained	
			No. of Ballots	Votes	%	No. of Ballots	Votes	%	Ballots	Votes
E-voting	29	3005286	25	2947504	98.08%	4	57782	1.92%	--	--
Physical	94	91306519	62	91306411	100.00%	32	108	0	--	--
<b>TOTAL</b>	<b>123</b>	<b>94311805</b>	<b>87</b>	<b>94253915</b>	<b>99.94%</b>	<b>36</b>	<b>57890</b>	<b>0.06%</b>	<b>--</b>	<b>--</b>