

BRIGHTCOM GROUP 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

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

To
The Members of the Company,

Notice is hereby given to the members, pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”), which shall include any statutory modifications, amendments or re-enactments thereto) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”), which shall include any statutory modifications, amendments or re-enactments thereto) 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.

The Board of Directors of the Company has proposed to obtain the consent of the Shareholders for the matter as considered in the Resolutions appended below. Thus, in terms of Section 110 of the Act read with the Rules, to facilitate wider participation in the approval process by the Shareholders residing at different locations, it is proposed to obtain their consent by way of Postal Ballot instead of convening a General Meeting of the Shareholders. The Resolution is appended below and the Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolutions is also annexed.

You are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the form duly completed, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Scrutinizer i.e. on or before the close of working hours (05.00 P.M.) on 20th February 2020.

In accordance with the provisions of Listing Regulations and that of the Rules, 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 Postal Ballot and Remote e-voting will be declared by the Chairman on receipt of the report from the Scrutinizer on or before 22nd February 2020 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 Stock Exchange and be made available on Company’s website. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms and Electronic Votes, if approved by the Members with requisite majority.

SPECIAL BUSINESS

1. Issue of Equity Shares on a preferential basis to Muskaan Limited, Mr. Kishan Prakash and Mr. Ishan Prakash.

The Members are requested to consider, and if thought fit, to pass 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**”) 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 3,14,00,000 (Three Crore Fourteen Lakh) equity shares (“**Equity Shares**”) of face value of Re. 2/- (Rupees Two only) each at a premium of Rs. 8/- (Rupees Eight only) each Equity Shares under Non-Promoter Category by way of preferential allotment of equity shares to Muskaan Limited, Mr. Kishan Prakash and Mr. Ishan Prakash 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.”

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Muskaan Limited, Mr. Kishan Prakash and Mr. Ishan Prakash 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 Muskaan Limited, Mr. Kishan Prakash and Mr. Ishan Prakash in de-materialized 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, for determination of minimum price for the issue of said equity shares is Tuesday, 21st January 2020, being 30 days prior to date on which the resolution is deemed to be passed i.e. the last date specified for receipt of duly completed Postal Ballot Forms or E-voting;

- (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;
- (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 authorized 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.”

December 20, 2019
Hyderabad

for Brightcom Group Limited
Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

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, 2013, setting out material facts relating to the Special Business to be transacted through Postal Ballot is annexed hereto and forms part of this notice.
2. A copy of this notice has been placed on the website of the Company www.brightcomgroup.com and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
3. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members.
4. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 10th January 2020.
5. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form.
6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or remote e-voting. If members are opting for remote e-voting, then do not vote by Physical Ballot also and *vice-versa*. However, in case Shareholders cast their vote by Physical Ballot and

remote e-voting, then voting done through valid Physical Ballot shall prevail and voting done by remote e-voting will be treated as invalid.

7. The Company has appointed Mr. A. Sridhar (FCS No. 9736 & C.P. No: 12011), Practicing Company Secretary, Hyderabad as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner. The scrutinizer will submit the report after completion of the scrutiny and the results of the Postal Ballot will be displayed at the Registered Office of the Company. The results of the Postal Ballot will also be posted on the Company's website www.brightcomgroup.com besides communicating to the stock exchanges on which the shares of the Company are listed.
8. Shareholders are requested to read carefully the instructions printed on the Postal Ballot Form, return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the 20th February 2020, (“**Last Date**”). The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.
9. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link <https://www.evotingindia.com/> or from the website of the Company www.brightcomgroup.com or seek duplicate Postal Ballot Form from Aarthi Consultants Private Limited, Registrar and Share Transfer Agents of the Company, fill in the details and send the same to the Scrutinizer.
10. The Scrutinizer will submit the report to the Chairman or any other authorized person after the completion of scrutiny and the results of voting will be announced by Chairman or by any director or Company Secretary on or before 22nd February 2020 and will also be displayed on Company website www.brightcomgroup.com and will be communicated to Stock Exchange as on said date.
11. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. and 5.00 P.M. up to 20th February 2020.
12. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
13. Please note that any Postal Ballot Form(s) received after the Last Date (i.e. 20th February 2020) will be treated as not having been received.
14. 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.
15. The last date specified for receipt of the Business Reply Envelope with Postal Ballot Form or Remote e-voting i.e. 20th February 2020 (5:00 PM IST) shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
16. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014, details of dispatch of Notice and Postal Ballot Form 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:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 22nd January, 2020 at 09:00 a.m. and ends on Thursday, 20th February 2020 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 10th January 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xi) Click on the EVSN for the relevant <BRIGHTCOM GROUP LIMITED> on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Postal Ballot, make a consolidated scrutinizer’s report and submit the same to the Chairman. Thereafter, the Chairman or any other person authorized by the Chairman shall declare the result of the voting forthwith.

The Voting Results on above resolutions along with the Scrutinizer’s Report shall be placed on the Company's website www.brightcomgroup.com and on the CDSL website www.evotingindia.com and be submitted to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Postal Ballot and the resolutions will be deemed to be passed on the Postal Ballot date subject to receipt of the requisite number of votes in favour of the Resolutions.

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

Item No. 1:

The Board of Directors of the Company at its meeting held on December 03, 2019 and December 20, 2019 approved to the offer, issue and allot equity shares of face value of Rs. 2/- (Rupee Two only) each of the Company at a premium of Rs. 8/- (Rupees Eight 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 funds will be used in reduction of bank debt and to meet other financial obligations of the company at the standalone level.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 3,14,00,000 (Three Crore and Fourteen Lakh) equity shares of face value of Rs. 2/- (Rupee Two only) each of the Company at Rs. 10/- (Rupees Ten only) per share at a premium of Rs. 8/- (Rupees Eight only) per equity share.

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

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

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 10/- per Equity Share of face value of Rs. 2/- each, which is higher than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which equity 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 Rs. 10 (Rupees Ten Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations.

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

4. Terms of Issue of the 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, for determination of minimum price for the issue of said equity shares is Tuesday, 21st January 2020, 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 conversion of 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.	Promoters’ holding:					
1	Indian					
	Individual/ Hindu undivided Family	67,500,787	14.17	0	67,500,787	13.30
	Bodies Corporate	-	-	0	-	-
	Sub Total	67,500,787	14.17	0	67,500,787	13.30
2	Foreign Promoters	91,973,599	19.31	0	91,973,599	18.12
	Bodies Corporate	26,953,299	5.66	0	26,953,299	5.31
	Sub Total (A)	186,427,685	39.14	0	186,427,685	36.72
B.	Non-Promoters’ holding:					
1	Institutional Investors	34,514,202	7.25	23,800,000	58,314,202	11.49
	Foreign Venture Capital Investors	33,368,913	7.01	0	33,368,913	6.57
	Foreign Portfolio Investor	1,145,289	0.24	0	1,145,289	0.23
	Foreign Body Corporate	-	-	23,800,000	23,800,000	4.69
2	Central Government/State Government(s)/ President of India	-	-	0	-	-
3	Non- Institution Investors	-	-	0	-	-
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	47,979,658	10.07	0	47,979,658	9.45
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	93,488,516	19.63	0	93,488,516	18.42
	NBFCs Registered with RBI	23,000	0.005	0	23,000	0.005
	Employee Trusts	213,000	0.04	0	213,000	0.04
	Any Others	113,605,438	23.85	7,600,000	121,205,438	23.88
	Non Resident Indians	48,410,729	10.16	7,600,000	56,010,729	11.03
	Clearing Members	943,085	0.20	0	943,085	0.19
	Bodies Corporate	62,770,624	13.18	-	62,770,624	12.36
	Trust	1,481,000	0.31	0	1,481,000	0.29
	Sub Total (B)	289,823,814	60.86	31,400,000	321,223,814	63.28
	GRAND TOTAL (A+B)	476,251,499	100.00	0	507,651,499	100.00
C.	Non Promoter-Non Public	0	-	0	0	-
	Shares underlying DRs	0	-	0	0	-
	Shares held by Employee Trust	0	-	0	0	-
	GRAND TOTAL (A+B+C)	476,251,499	100.00	31,400,000	507,651,499	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 September 30, 2019 as the notice was approved as on December 20, 2019.

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, 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, 2019 till date of this Postal Ballot Notice, the Company has not offered, issued and allotted any Equity shares on preferential basis to promoter and non-promoters.

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 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 20th February, 2020.

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 Equity holding		No. of Equity Shares to be allotted	Post-Issue Equity holding	
1	Muskaan Limited	Subrato Saha	Foreign Body Corporate	Nil	Nil	23800000	23800000	4.69%
2	Kishan Prakash	Kishan Prakash	Non-Resident Indian (NRI) -Repatriable	Nil	Nil	4800000	4800000	0.95%
3	Ishan Prakash	Ishan Prakash	Non-Resident Indian (NRI) -Repatriable	2000000	0.42%	2800000	4800000	0.95%

#The abovementioned details of natural persons is 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 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.

December 20, 2019
Hyderabad

for Brightcom Group Limited
Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Registered Office:

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

Enclosed:

1. Postal Ballot Form
2. Self-addressed - Business Reply Envelope

BRIGHTCOM GROUP 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

POSTAL BALLOT FORM

1.	Name(s) of shareholder(s) (including Joint holders, if any) (in Block Letters)	
2.	Registered address of the sole/first named shareholder	
3.	Registered folio No./DP ID No./Client ID No.* (* Applicable to investors holding Shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution to be passed through postal ballot for the business stated in the notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate boxes below.

Item No.	Description	No. of Equity Shares for which votes cast	(For)	(Against)
			I / We assent to the resolution	I / We dissent to the resolution
1.	Issue of Equity Shares on a preferential basis to Muskaan Limited, Mr. Kishan Prakash and Mr. Ishan Prakash			

Place:

Date:

(Signature of the Member/Beneficial Owner/
Power of Attorney Holder/Authorised Representative)

Note: Please read the instructions given overleaf before exercising your vote, below User ID and password are to be used for e-voting through URL <https://www.evotingindia.com/> from 9:00 AM on Wednesday, the 22nd January 2020 to 5:00 PM on Thursday, the 20th February 2020 as detailed in the Notice of Postal Ballot.

EVS (E-voting Sequence Number)	User ID	Password

INSTRUCTIONS:

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration Rules, 2014), assent or dissent of the Shareholders in respect of the Resolutions contained in the postal ballot notice is being sought through the postal ballot process.
2. A shareholder entitled to vote and desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed book post. Postage will be borne and paid by the Company. However, envelopes containing postal ballot forms, if sent through courier at the expense of the shareholder, will also be accepted. It is however clarified that Shareholders desiring to exercise their vote from outside India will have to arrange for postage form the country where the postal ballot form is dispatched to the Scrutinizer.
3. The attached self-addressed book post bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. The postal ballot form must be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Please note that postal ballot shall not be signed by proxy.
5. The consent must be accorded by recording the assent in the column '**FOR**' and dissent in the column '**AGAINST**' by placing tick mark (√) in the appropriate column.
6. Incomplete, unsigned or incorrectly filed postal ballot forms will be rejected. The Scrutinizer's decision on the validity of the postal ballot will be final and binding.
7. Duly completed postal ballot form should reach the Scrutinizer on or before 5:00 p.m. on 20th February 2020. Postal ballot forms received after this date will be strictly treated as if reply from the shareholder has not been received.
8. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/authority. If the postal ballot form is signed by 'Power of Attorney' holder for and on behalf of the Shareholder, it must be accompanied by an attested true copy of such 'Power of Attorney'.
9. Voting Rights shall be reckoned on the paid-up value of the equity shares registered in the name of the shareholders as on Friday, 10th January 2020.
10. Shareholders are requested not to send any paper along with postal ballot form in the enclosed self-addressed book post as the book post will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be acted upon and destroyed by the Scrutinizer.
11. There will be one postal ballot form for every 'Registered Folio', irrespective of the number of joint holders.
12. A shareholder/beneficiary may request for a duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the date and time specified in Point No. 7.
13. Shareholders are requested to fill the postal ballot form with indelible ink and not by any erasable writing mode.
14. The Chairman and in his absence any person authorized by the Board of Directors will announce the result of the postal ballot at the registered office of the Company at Floor-5, Fairfield by Marriott, Road No. 2, Nanakramguda, Gachibowli, Hyderabad – 500032.
15. The date of declaration of the results of postal ballot will be taken to be the date of passing of the resolution.
16. The results of the postal ballot along with the Scrutinizer's report will be placed on the website of the Company at www.brightcomgroup.com