



## LYCOS INTERNET LIMITED

CIN: L64203TG1999PLC030996

Registered Office: Floor: 5, Holiday Inn Express & Suites, Road No: 2,  
Nanakramguda, Gachibowli, Hyderabad – 500032, Telangana, India.

Tel: +91 (40) 67449910, efax: +91 (22) 66459677

Email: ir@lycoscorp.com; website: www.brightcomgroup.com

### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), that the special resolution appended below is proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

#### **Special Business:**

#### **1. TO CONSIDER CHANGE IN NAME OF THE COMPANY**

To consider & if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

**RESOLVED THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the Rules, appended thereto, subject to the approval of the Central Government and other authorities as may be applicable, consent of the members be and is hereby accorded to change the name of the Company from “**LYCOS INTERNET LIMITED**” to “**BRIGHTCOM GROUP LIMITED**”.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the name clause in the Memorandum of Association of the Company be altered suitably to reflect the new name of the Company viz., “**BRIGHTCOM GROUP LIMITED**”.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company “**BRIGHTCOM GROUP LIMITED**”.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and settle all the matters arising out of and incidental to the aforesaid name change as it may in its absolute discretion deem fit for giving effect to this resolution.

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Tel:+91 40 67449910fax: +91 22 66459677

**BY ORDER OF THE BOARD OF DIRECTORS  
For LYCOS INTERNET LIMITED**

Place : Hyderabad

Date : August 1, 2018

**M SURESH KUMAR REDDY  
CHAIRMAN AND MANAGING DIRECTOR**

**Notes:**

1. **The explanatory statement pursuant to Section 102(1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.**
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 3, 2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on August 3, 2018 will be considered for the purpose of voting. A person who is not a Member as on the relevant date should treat this notice for information purposes only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member wishes to obtain a printed Postal Ballot Form or a duplicate, he or she may send an email to [ir@lycoscorp.com](mailto:ir@lycoscorp.com). The registrar and transfer agent / Company shall forward the same along with Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on August 3, 2018 (cut-off date). The postal ballot period commences on August 10, 2018 (9:00 Hours IST) and ends on September 8, 2018 (17:00 Hours IST).
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours (i.e. 17:00 Hours IST) on September 8, 2018. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. If any postal ballot is received after 17:00 Hours IST on September 8, 2018, it will be considered that no reply from the Member has been received.
11. The Board of Directors of the Company has appointed Mr. A. Sridhar, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairman or any authorized person of the Company duly authorized, on or before September 10, 2018 at the registered office of the Company and will also be displayed on the Company website [www.brightcomgroup.com](http://www.brightcomgroup.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

### **Voting through electronic means**

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

#### **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on August 10, 2018 (09:00 Hours IST) and ends on September 8, 2018 (17:00 Hours IST). 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 August 3, 2018 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>• 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).</li></ul>

- (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 resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant LYCOS INTERNET 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 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.
- (xviii) 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](http://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](mailto: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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013**

#### **Item No. 1**

The shareholders are hereby informed that becoming Brightcom Group is a major step forward in the Company transformation. The Brightcom name embodies the vibrant culture and technologies that are the core drivers of the Company. This brand has gained great traction through the global success of our proprietary programmatic solutions.

The name also more accurately represents the full scope of the company today, which includes a range of programmatic Ad-Tech solutions, media and IOT based consumer products.

Brightcom, a brand of the company provides multi-channel products, and proprietary programmatic solutions to advertisers and publishers across video, display, social and mobile channels.

The Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs has made available the new name “**BRIGHTCOM GROUP LIMITED**” for registration.

Consequent to aforesaid name change the Clause 1 of the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company has to be altered to reflect the new name.

Pursuant to provisions of Companies Act, 2013, approval of members by way of special resolution is required to change the name clause in MOA& AOA.

Accordingly approval of members is sought for the aforesaid change in name of the company and name clause of MOA& AOA.

None of the Directors, Key Managerial Personnel and their respective relatives is concerned or interested, in the Special Resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

**BY ORDER OF THE BOARD OF DIRECTORS  
For LYCOS INTERNET LIMITED**

Place : Hyderabad  
Date : August 1, 2018

**M SURESH KUMAR REDDY  
CHAIRMAN AND MANAGING DIRECTOR**



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### POSTAL BALLOT FORM

1. Name of the sole/first named shareholder :
2. Registered address of the sole/first named :  
Shareholder
3. DP Id & Client Id/Registered Folio No. :
4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of Special resolution to be passed through Postal ballot for the business stated in the Postal Ballot Notice dated August 1, 2018 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick mark ( $\sqrt{\quad}$ ) at the appropriate column below:

S.No.	Description	No. of Shares	I/we hereby assent to the resolution (For)	I/we hereby dissent to the resolution (Against)
1.	To change the name of the Company from "LYCOS INTERNET LIMITED" to "BRIGHTCOM GROUP LIMITED"			

Place:  
Date:

Signature of the Shareholder

**Note: For E-voting, please refer the instructions under "E-Voting Facility" in the accompanying Postal Ballot Notice.**

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot form may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed pre-paid postage envelope. Postage will be borne and paid by the Company.
2. This form should be completed and signed by the member (as per specimen signature registered with the company). In case of joint holding, this form should be completed and signed by the first named Member.
3. In case where shares are held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/Authority.
4. Vote must be exercised by recording the assent in the Column "For" or dissent in the column "Against" by placing a tick mark ( $\sqrt{\quad}$ ) in the appropriate column.
5. Unsigned Postal Ballot Forms will be rejected.
6. Member can opt only one mode of voting i.e., either by e-voting or postal ballot form.
7. Duly Completed Postal Ballot Form should reach Scrutinizer not later than 17.00 hours on September 8, 2018. All Postal Ballot forms received after this date will be treated as if reply from such member has not been received.
8. A Member may request for a duplicate PostalBallot Form, if so required, by writing to Company Secretary of the Company. However the duly filled in duplicate form should reach the Scrutinizer not later than the date specified at point 7.
9. Members are requested not to send any other paper along with the Postal Ballot form in the enclosed self-addressed pre-paid postage envelope.
10. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
11. The Board of Directors of the Company has appointed Mr. A. Sridhar, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report to the Chairman or any authorized person after the completion of scrutiny, and the result of the postal ballot will be announced by the Chairman or any authorized person of the Company duly authorized, on or before September 10, 2018 at the registered office of the Company and will also be displayed on the Company website [www.brightcomgroup.com](http://www.brightcomgroup.com), and communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
13. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.