

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Brightcom Group Limited**
2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

T i t l e	Name of the Director	DIN	Category (Chair person /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	M. Suresh Kumar Reddy	00140515	C & ED	CEO-MD		30-Sep-2014		0		0	1	1	0
Mr.	Vijay Kancharla	02744217	ED			30-Sep-2014		0		0	1	1	0
Mr.	Raghunath Allamsetty	00060018	ID			27-Dec-2016		27		0	1	2	2
Mrs.	K. Jayalakshmi Kumari	03423518	ID			17-May-2016		34		0	2	3	1
Ms.	Surabhi Sinha	07354441	ID			13-Feb-2018		13		0	1	1	0

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Raghunath Allamsetty	ID	Chairperson	14-Feb-2017	
2	K. Jayalakshmi Kumari	ID	Member	17-May-2016	
3	Vijay Kancharla	ED	Member	29-Sep-2015	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Raghunath Allamsetty	ID	Chairperson	30-May-2017	
2	Surabhi Sinha	ID	Member	13-Feb-2018	
3	M. Suresh Kumar Reddy	C & ED	Member	08-Nov-2013	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Raghunath Allamsetty	ID	Chairperson	27-Dec-2016	
2	K. Jayalakshmi Kumari	ID	Member	28-May-2016	
3	Surabhi Sinha	ID	Member	13-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
16-Oct-2018	12-Feb-2019			
14-Nov-2018	28-Mar-2019			

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	14-Nov-2018	12-Feb-2019	Yes	2	

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

The CG Report for the quarter ended 31.12.2018 was placed before the Board of Directors at its meeting held on 12.02.2019 and the current report shall be placed before the Board of Directors in the next Board Meeting.

Name : **V. SRI LAKSHMI**
 Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		http://brightcomgroup.com/invest
Terms and conditions of appointment of independent directors	Yes		http://brightcomgroup.com/invest
Composition of various committees of board of directors	Yes		http://brightcomgroup.com/invest
Code of conduct of board of directors and senior management	Yes		http://brightcomgroup.com/invest
Details of establishment of vigil mechanism/ Whistle Blower	Yes		http://brightcomgroup.com/invest
Criteria of making payments to non-executive directors	Yes		http://brightcomgroup.com/invest
Policy on dealing with related party transactions	Yes		http://brightcomgroup.com/invest
Policy for determining 'material' subsidiaries	Yes		http://brightcomgroup.com/invest
Details of familiarization programs imparted to independent	Yes		http://brightcomgroup.com/invest
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		http://brightcomgroup.com/investors/
Contact information of the designated officials of the listed	Yes		http://brightcomgroup.com/invest
Financial results	Yes		http://brightcomgroup.com/invest
Shareholding pattern	Yes		http://brightcomgroup.com/invest
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
New name and the old name of the listed entity	Yes		
II Annual Affirmations			
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	

<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25 (1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : V. SRILAKSHMI
Designation : Company Secretary & Compliance Officer