



June 11, 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 Resolutions for the matters set out in the Notice dated June 09, 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 and December 31, 2020 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 June 04, 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 June 15 2021 (Tuesday) and ends at 05:00 p.m. IST on July 14, 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. June 04, 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 and December 31, 2020 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.

The board of directors of the Company (“**Board**”) at its meeting held on June 09, 2021 (“**Board Meeting**”) has, subject to the approval of the shareholders of the Company by way of a special resolution 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 introduction of Employee Stock Option Scheme namely, “Brightcom Group Employees Stock Option Scheme – 2021” (“**ESOP 2021/the Scheme**”) and implementation of the same through creation of the Brightcom Group Employee Welfare and ESOP Benefit Trust (“**ESOP Trust**”). 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. A. Sridhar (FCS No. 9736 & C.P. No: 12011), 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 16th July 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 results will also be made available on Company’s website at www.brightcomgroup.com. The resolution 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. Approval of the Employee Stock Option Scheme 2021 of the Company and Grant of Employee Stock Options to the employees of the Company thereunder

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 62 (1) (b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment of the Act, read with rules framed thereunder and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in accordance with circular(s)/guidelines issued by SEBI, the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), consent of the members of the Company be and is hereby accorded to the Board and the Nomination & Remuneration Committee and such person(s) authorised by the Nomination & Remuneration Committee to introduce and implement the “Brightcom Group Employees Stock Option Scheme - 2021) (hereinafter referred to as “ESOP 2021/the Scheme”) for a number not exceeding 5% (Five per cent) of the paid-up equity capital as on March 31, 2021; the salient features of which are detailed in the Statement pursuant to section 102 of the Act as annexed herewith and the same be implemented through creation of the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”).

RESOLVED FURTHER THAT pursuant to the provisions of the SEBI ESOP Regulations and other applicable laws, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors (including the Nomination & Remuneration Committee or such other



person(s) as may be authorised by the Nomination & Remuneration Committee), to implement the ESOP 2021/the Scheme through the ESOP Trust.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust is hereby authorized to acquire the shares of the Company from the secondary market and to hold, transfer and deal in shares of the Company for the benefit of all present and future employees who are/shall be in the permanent employment of the Company whether working in India or out of India, including Directors of the Company whether Whole-Time Directors or not, (but excluding Promoter, Promoter Group, Independent Directors, and a Director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) (all such persons are hereinafter collectively referred to as “Employees”) under the Scheme, such number of equity shares of the Company and/or equity linked instruments or any other instruments or securities of the Company (hereinafter collectively referred to as “Securities”) not exceeding the limits defined under Regulation 3 (10) and Regulation 3 (11) of the SEBI ESOP Regulations (or such other adjusted figure for any bonus or stock splits or consolidations or merger or other re-organisation of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee in accordance with the Scheme and the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Employees in any financial year and in aggregate under the ESOP 2021 shall not be greater than 25,00,000 (twenty five lakh) options.

RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the ESOP Trust to enable them to acquire or purchase the said Securities of the Company in accordance with the provisions of the Act/SEBI ESOP Regulations.

RESOLVED FURTHER THAT subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee be and are hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.”

2. Approval of the Employee Stock Option Scheme 2021 and grant of Employee Stock Options to the employees of the Company’s subsidiaries under the Scheme

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** in accordance with the provisions of Section 62 (1) (b) and all other applicable provisions of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment of the Act, read with rules framed thereunder and the provisions of



the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in accordance with circular(s)/guidelines issued by SEBI, the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), consent of the members of the Company be and is hereby accorded to the Board and the Nomination & Remuneration Committee and such person(s) authorised by the Nomination & Remuneration Committee to introduce and implement the “Brightcom Group Employees Stock Option Scheme - 2021) (hereinafter referred to as “ESOP 2021/the Scheme”) for a number not exceeding 5% (Five per cent) of the paid-up equity capital as on March 31, 2021, for the benefit of all present and future employees who are/ shall be in the permanent employment of the Company’s subsidiaries, whether working in India or out of India, including Directors of subsidiaries, whether Whole-Time Directors or not, (but excluding Promoter, Promoter Group, Independent Directors, and a Director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company) (“Employees of Subsidiaries”); the salient features of which are detailed in the statement pursuant to Section 102 of the Act as annexed herewith and the same be implemented through creation of the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”).

RESOLVED FURTHER THAT pursuant to provisions of the SEBI ESOP Regulations and other applicable laws, if any, consent of the members of the Company be and is hereby accorded to the Board of Directors including the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee to implement the ESOP 2021/the Scheme for the benefit of the Employees of Subsidiaries through the ESOP Trust.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Trust is hereby authorized to acquire the shares of the Company from the secondary market and to hold, transfer and deal in shares of the Company for the benefit of Employees of Subsidiaries under the Scheme, such number of equity shares of the Company and/ or equity linked instruments or any other instruments or securities of the Company (hereinafter collectively referred to as “Securities”) not exceeding the limits defined under Regulation 3 (10) and Regulation 3 (11) of the SEBI ESOP Regulations (or such other adjusted figure for any bonus or stock splits or consolidations or merger or other re-organisation of the capital structure of the Company as may be applicable from time to time), in one or more tranches, at such price and on such terms and conditions as may be fixed or determined by the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee in accordance with the Scheme, the provisions of the law or regulations issued by the relevant authority, as may be prevailing at that time.

RESOLVED FURTHER THAT the number of Employee Stock Options that may be granted to any Employees of Subsidiaries in any financial year and in aggregate under the ESOP 2021 shall not be greater than 25,00,000 (twenty five lakh) options.



RESOLVED FURTHER THAT the Scheme may also envisage provisions for providing financial assistance to the ESOP Trust to enable them to acquire or purchase the said Securities of the Company in accordance with the provisions of the Act/SEBI ESOP Regulations.

RESOLVED FURTHER THAT subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the shareholders of the Company.”

3. Authorization to the ‘Brightcom Group Employee Welfare and ESOP Benefit Trust’ for Secondary Acquisition

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“**RESOLVED THAT** pursuant to applicable provisions of Companies Act, 2013 (the ‘Act’) including any statutory modifications or re-enactment of the Act, for the time being in force and the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any modifications or supplements thereto and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”), consent of the members of the Company be and is hereby accorded for acquisition/purchase of Equity Shares of the Company through secondary acquisition by the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”) for the purpose of implementation of the ESOP 2021/ the Scheme, provided the secondary acquisition by the Trust shall not exceed the limits defined under Regulation 3 (10) and Regulation 3 (11) of the SEBI ESOP Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulty or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”



4. Provision of interest free loan by the Company for purchase of its own shares by the Trust/Trustees for the benefit of Employees of the Company and Employees of Subsidiaries under the Brightcom Group Employees Stock Option Scheme 2021

To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1) (b), Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”), (including any statutory modifications or re-enactment(s) thereof for the time being in force) Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 (“Companies Rules”) (including any statutory modifications or re-enactment(s) thereof for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”), consent of the members of the Company be and is hereby accorded to the Board and the Nomination & Remuneration Committee and such person(s) authorised by the Nomination & Remuneration Committee to grant interest free loan, to provide guarantee or security in connection with a loan granted or to be granted to, the Brightcom Group Employee Welfare and ESOP Benefit Trust (hereinafter referred to as “ESOP Trust”) set-up or to be set up by the Company (in one or more tranches) not exceeding 5% (Five per cent) of the aggregate of the paid-up share capital and Free Reserves of the Company for the purpose of purchase of equity shares of the Company by the ESOP Trust/ Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under the ‘Brightcom Group Employees Stock Option Scheme 2021’ (hereinafter referred to as the “ESOP 2021”/ “Scheme/Plan”), or any other employee / plan or share based employee benefit plan which may be introduced by the Company from time to time (hereinafter referred to as “Employee Benefit Plan(s)”) from time to time, as may be approved by the members of the Company, with a view to deal in such equity shares in line with contemplated objectives of the Scheme/Plan or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI ESOP Regulations, the Companies Rules and other applicable laws and regulations.

RESOLVED FURTHER THAT any interest free loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Plan and or Plans as the case may be subject to exercise price being paid by the Employees of the Company or Employees of Subsidiaries on exercise of Employee Stock Options under the respective Employee Benefit Scheme/Plan.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake transactions as permitted by ESOP Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares held by such Trust and for the purposes of disclosures to the stock exchange, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.



RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI ESOP Regulations, Companies Rules and all other applicable laws at all times in connection with dealing with the shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT the Board or the Nomination & Remuneration Committee or such other person(s) as may be authorised by the Nomination & Remuneration Committee be and are hereby authorised to do all such acts, deeds and things as may be necessary or expedient to bring into effect the above resolved.

5. Disclosure of the pre-preferential holding to resolution no.6 of the AGM Notice dated December 04, 2020:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** the consent of the members be and is hereby accorded to ratify the disclosure with regard to the Pre-preferential Holding of the allottee which was presented in the Resolution No. 6 point no. 19 in tabular format in the Explanatory statement attached to the AGM notice dated December 04, 2020, passed by the shareholders in the Annual General Meeting of the Company held on December 28, 2020.”

Details are as follows:

Point no. 19 of the Explanatory statement of the Resolution No. 6 to the AGM Notice dated December 04, 2020.

The details of the pre-preferential Holding of the following allottee appearing at sr. no. 17 in the table be read as mentioned below and the same is to be ratified by the Members.

Sl. No.	Name of the Proposed Allottee	Ultimate beneficial owner	Pre-Issue		Issue of Warrants	Post-Issue	
			Shares	%		Shares	%
17	Y SURYANARAYANA RAJU	Y SURYANARAYANA RAJU	100	0.00002	3500000	3500100	0.42

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

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

**Place: Hyderabad
Date: June 09, 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 Regulation 6(2) SEBI SBEB 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 June 04, 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. A. Sridhar (FCS No. 9736 & C.P. No: 12011), 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



July 16, 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 June 04, 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., June 04, 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 June 15, 2021 (Tuesday) and ends at 05:00 p.m. IST on July 14, 2021 (Wednesday). During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date, i.e. June 04, 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., July 14, 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 June 15, 2021 at 09:00 am and ends on July 14, 2021 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, June 4, 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**, 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"> 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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



	<p>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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.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.jsp3) 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</p>	<p>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.</p>



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	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.
OR Date of Birth (DOB)	<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 aarthisconsultants@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 June 09, 2021.

Item Nos. 1 to 3:

Equity based compensation is an integral part of employee compensation and helps companies to attract, retain and motivate employees. Stock options enable the alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan.

Keeping the aforesaid objectives in mind, the Board of Directors at their meeting held on June 09, 2021, formulated the Brightcom Group Employees Stock Option Scheme - 2021 (“ESOP Scheme/Plan”) and has authorized the Nomination & Remuneration Committee or such other person(s) as maybe authorised by the Nomination & Remuneration Committee for the superintendence and administration of the Plan.

The Board seeks approval of the shareholders in respect of the ESOP 2021 and for grant of Stock Options to the eligible employees/ Directors of the Company and that of its subsidiaries, if any, as may be decided by Board and / or the Nomination & Remuneration Committee (“Committee”) from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), the SEBI ESOP Regulations and other applicable laws and regulations.

The salient features of the Scheme/Plan are as under:

a. Brief description of the Scheme:

The Company wishes to attract, retain and motivate employees to achieve business goals, reward performance with ownership and align employee’s interests with those of Shareholders. In furtherance, the Brightcom Group Employees Stock Option Scheme-2021 (“the Scheme/Plan”) is designed to provide equity based incentives to all present and future employees who are/shall be in the permanent employment of the Company including its subsidiaries, whether working in India or outside India, including Directors of the Company and its subsidiaries, whether Whole-Time Directors or not, (but excluding Promoter, Promoter Group, Independent Directors and a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company), for the benefit under the provisions of applicable laws and regulations prevailing from time to time.

b. Total number of Options to be granted under the Scheme:

The ESOP 2021 would be implemented through the ESOP Trust, as it is proposed that the equity shares of the Company would be acquired from the secondary market. Total number of Options to be granted under the Scheme shall not exceed 5% (Five per cent) of the paid- up equity capital as on March 31, 2021. The Options to be granted shall be in one or more tranches whereby one Option entitles the holder of the Options to apply for one equity share of face value of Rs. 2/- each of the Company. The Options will lapse if not exercised within the specified exercise period as specified under the Scheme. The Vested Options that lapse due to non-exercise or unvested Options that get cancelled due to resignation of the employees or otherwise, would be available for being regranted at a future date.



SEBI ESOP Regulations require that in case of any corporate action(s) such as stock splits or consolidations of face value, rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made by the Nomination & Remuneration Committee. The Company would comply with the same for the Scheme.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

Following class / classes of employees are entitled to participate in the Plan:

- a. Permanent employees of the Company working with the Company or on deputation with any other company in India or out of India;
- b. Director of the Company, whether a Whole Time Director or not; and
- c. Permanent employees and Directors of the Subsidiaries of the Company, working with the respective subsidiary or on deputation with any other company.

Following class / classes of employees are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

d. Requirements of vesting and period of vesting and maximum period of vesting

The options granted shall vest as long as the employee continues to be in the employment of the Company or any of its subsidiaries. The vesting period shall be decided by the Nomination & Remuneration Committee from time to time but shall not be less than one year and more than four years from the grant of options. Vesting may happen in one or more tranches. The detailed terms and conditions of vesting will form part of and will be governed by the ESOP 2021

e. Exercise Price or Pricing formula

Exercise price shall not be less than the average market price at which the equity shares of the Company are acquired by the Trust.

f. Exercise Period and the Process of Exercise

The vested Options shall be allowed for exercise on and from the date of vesting. The vested Option shall be exercisable by the employees by a written application to the Trust expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Trust/Committee/such person(s) authorised by the Nomination & Remuneration Committee from time to time. The Exercise period shall be decided by the Nomination & Remuneration Committee at the time of grant of options. The Options shall lapse if not exercised within the specified exercise period.

g. Appraisal process for determining the eligibility of employees for the ESOP 2021

The appraisal process for determining the eligibility of the employees will be decided by the Nomination & Remuneration Committee or such other person(s) as maybe authorised by the Nomination & Remuneration Committee from time to time. The employees would be granted Options under the Plan based on various parameters such as performance rating, period of service, rank or designation and such other parameters as may be decided by the Nomination & Remuneration Committee or such other person(s) as maybe authorised by the Nomination & Remuneration Committee from time to time.



h. Maximum number of Options to be issued per employee and in aggregate

The number of Options that may be granted to any specific employee of the Company or of its subsidiaries under the Plan, in any financial year and in aggregate under the Plan shall not be greater than 25,00,000 (twenty five lakh) options.

i. Maximum quantum of benefits to be provided per employee under a Scheme

The number of Options that may be granted to any specific employee of the Company or of its subsidiaries under the Plan, in any financial year and in aggregate under the Plan shall not be greater than 25,00,000 (twenty five lakh) options.

j. Manner of implementation and administration of the Scheme (directly by the Company or through a Trust)

The Scheme will be implemented through a Trust.

k. Category of Scheme(s) (involves new issue of shares by the company or secondary acquisition by the trust or both)

The Scheme will be implemented through a Trust, by way of secondary acquisition.

l. The amount of interest free loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.

The Company shall provide interest free loan, from time to time, to fund the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”) which shall be utilized for the sole purpose of purchase of equity shares of the Company from the secondary market through the stock exchange mechanism for the Scheme. Such loan provided to the ESOP Trust, shall not exceed the statutory limit of 5% (Five per cent) of the aggregate of paid-up share capital and free reserves of the Company. Exercise price received from the employees upon exercise of Stock Options shall be used to repay the loan amount, to the Company.

m. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme

The Trust shall acquire/purchase shares of the Company subject to limits specified in Regulation 3 (10) and 3 (11) of the SEBI ESOP Regulations.

n. Transferability of Employee Stock Options and lock-in of shares

The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be no lock-in for the shares transferred pursuant to exercise of options.

o. Compliance with Accounting Policies

The Company shall follow the relevant Indian Accounting Standards (Ind-AS), prescribed from time to time, including the disclosure requirements.

p. Method of valuation of option

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted.



Item No. 4:

The SEBI (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”) govern the share based employee benefit schemes / plans being implemented by a Company. These Regulations permit the implementation of ESOP Schemes through the Trust route, by means of acquisition of existing shares of the Company from the Secondary market. The Board passed a resolution at its meeting held on June 09, 2021, to set-up an Employee Welfare Trust namely the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”) and approved the proposal for sanction of interest free loan by the Company to the Trust. This proposed amount of loan is not exceeding the statutory limit of 5% of the aggregate of paid-up share capital and free reserves as prescribed under SEBI ESOP Regulations read with Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 (“Companies Rules”).

a) The class of employees for whose benefit the Scheme is being implemented and money is being provided for subscription to shares:

The Plan will be implemented by the Trust and money will be provided for purchase of shares for the benefit of employees within the meaning of the Plan.

Same as para (c) of items no 1-3 of the explanatory statement to the Notice.

b) The particulars of the trustee in whose favor such shares are to be registered:

The shares will be registered in the name of the Brightcom Group Employee Welfare and ESOP Benefit Trust (ESOP Trust).

c) The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel:

Trust is proposed to be set-up with the name Brightcom Group Employee Welfare and ESOP Benefit Trust having its registered office at Floor-5, Fairfield by Marriott, Road No.2, Financial District, Gachibowli, Hyderabad - 500032, Telangana, India.

Particulars of the Trustees are given below:

Sl. No.	Name	Address	Occupation	Nationality
1	Shreedhar Reddy Malyala	H. No: 13-6-434 /B/74, Flat# 303, Thaluri Mansion, Omnagar Langar House, Hyderabad – 500008.	Service	Indian
2	B. Ram Kumar	H.No.1-1-431, RBI Colony Mohan Nagar, Kothapet, Hyderabad-500035.	Service	Indian
3	P. Ajay Babu	5-58/1/B/A, H.S.Darga, Shaikpet, Hyderabad – 500008.	Service	Indian

The Board or Nomination & Remuneration Committee shall have the power to change the Trustees as maybe beneficial in the interest of the employees and the Company. The Trustees will have the power to nominate such person(s) for carrying for administration of the Scheme.

All the above Trustees are presently employees of Brightcom Group. None of the above Trustees and their respective relatives is related to Promoters, Directors or Key Managerial Personnel of the Company.



d) Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof

Directors and KMP's may be deemed to be interested to the extent of Stock Options as may be offered/granted to them under the Scheme.

e) The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme

The eligible employees shall be granted Employee Stock Options under the Plan which would vest subject to vesting conditions prescribed by the Nomination & Remuneration Committee or the Board. After vesting and on exercise of the Options, the Trust / Trustees shall transfer corresponding number of Equity Shares to the employees. The employees may deal in the shares by way of selling /holding or otherwise deal in their absolute discretion subject to applicable laws and regulations immediately after exercise or may hold and sell after a definite period of time at his/ her discretion. The employees would get the benefit on sell of shares depending on sale price of such shares.

f) Details about who would exercise and how the voting rights in respect of the shares to be purchased under the Scheme would be exercised

In line with the SEBI ESOP Regulations, the Trustees shall not vote in respect of equity shares held in the Trust. Hence, the voting rights can be exercised by an employee only when the equity shares are transferred to them after due process of exercise of Options.

Regulation 6 of the SEBI ESOP Regulations requires that any ESOP Scheme for offering Options to the employees must be approved by the members by way of a Special Resolution. Accordingly, the resolution set as Item Nos. 1-4 are being placed for the approval of the members pursuant to the provisions of the Companies Act, 2013 and the SEBI ESOP Regulations and all other applicable provisions of law for the time being in force.

As per the SEBI ESOP Regulations, a separate resolution is required to be passed if the benefits of ESOP are to be exercised by the employees of the subsidiary company(ies) of the Company and for secondary acquisition of shares. Accordingly, the resolution set as Item No. 2 is being placed for the approval of the members.

Item No. 5:

It is informed to the members that in the AGM Notice dated December 04, 2020 in point no. 19 in table in the Explanatory statement the Pre-preferential holding of following allottee appearing at sr. no. 17 was inadvertently missed out.

Hence the pre-preferential Holding of the following allottee appearing at sr. no. 17 in the table be read as mentioned below and the same is to be ratified by the Members.

Sl. No.	Name of the Proposed Allottee	Ultimate beneficial owner	Pre-Issue		Issue of Warrants	Post-Issue	
			Shares	%		Shares	%
17	Y SURYANARAYANA RAJU	Y SURYANARAYANA RAJU	100	0.00002	3500000	3500100	0.42*

**post-issue % is calculated assuming all 33,18,45,000 warrants that were allotted on April 15, 2021 under the Preferential Issue are converted into Equity.*



The Board recommends the passing of Resolutions stated in Items No. 1 to 5 of the Notice for approval by the Members by means of Special Resolutions.

All the directors and Key Managerial Personnel of the Company and their relatives (Except Promoter, Promoter Group, Independent Directors and Directors holding more than 10% through his relative or through any body-corporate, directly or indirectly) are concerned or deemed to be interested in the resolutions as set out in Items 1-5, to the extent of the number of stock options that may be offered to them under the Scheme.

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

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

**Place: Hyderabad
Date: June 09, 2021**

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