



July 13, 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: EGM Notice

In furtherance to the Notice dated July 08, 2021, this is to inform the Stock Exchanges that the Board of Directors in its meeting held today, discussed and approved the Notice convening the Extraordinary General Meeting to be held at 11.00 am, on Thursday, August 05, 2021 through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), the General Circular No. 14/2020 dated 8th April, 2020; General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is being sent in terms of Regulations 30 of the SEBI (LODR) Regulations, 2015.

We request you to take note of the same and oblige.

Thanking you,

Yours faithfully,

For BRIGHTCOM GROUP LIMITED

Manohar Mollama
Company Secretary & Compliance Officer
ACS - 39254

Encl.: EGM Notice

Copy to CDSL, NSDL & Aarshi Consultants Private Limited





BRIGHTCOM GROUP LIMITED

(formerly known as Lycos Internet Limited)

CIN: L64203TG1999PLC030996

Regd. Office: Floor-5, Fairfield by Marriott, Road No. 2, Nanakramguda,
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Phone: + 91-40-67449910 ; Fax: +91-40-66459677

Website: www.brightcomgroup.com ; E-mail: ir@brightcomgroup.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

To
The Members of the Company,

Notice is hereby given that the **Extraordinary General Meeting (“EGM” or “Meeting”)** of the Members of Brightcom Group Limited (“**Company**”) will be held on Thursday, 5th August, 2021 at 11.00 a.m. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”), in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”), the General Circular No. 14/2020 dated 8th April, 2020; General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs (“**MCA**”) and 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 transact the following business:-

SPECIAL BUSINESS

Item No. 1 Increase in Authorised Share Capital of the Company:

To consider, and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** in accordance with the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from the existing ₹195,00,00,000/- (Rupees Hundred & Ninety Five Crore only) divided into 97,50,00,000 Equity Shares of ₹2/- each to ₹300,00,00,000/- (Rupees Three Hundred Crore only) divided into 150,00,00,000 Equity Shares of ₹2/- each by creation of an additional 52,50,00,000 Equity Shares of ₹2/- each ranking pari-passu in all respect with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT Mr. M. Suresh Kumar Reddy, Chairman & Managing Director and/or Company Secretary of the Company, be and are hereby severally authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.”



Item No. 2 Alteration in the Capital Clause of Memorandum of Association:

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

Clause V: “The Authorised Share Capital of the Company is ₹300,00,00,000/- (Rupees Three Hundred Crore only) divided into 150,00,00,000 (One Hundred and Fifty Crore only) Equity Shares of ₹2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT Mr. M. Suresh Kumar Reddy, Chairman & Managing Director and/or Company Secretary of the Company, be and are hereby severally authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution.”

Item No. 3 To Capitalize Reserves of the Company and to issue Bonus Shares:

To consider, and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT in accordance with Article 60(3) of the Articles of Association of the Company and pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “**SEBI**”) and Reserve Bank of India (the “**RBI**”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee constituted by the Board or any person(s) authorised by the Board in this regard) and pursuant to the recommendation of the Board, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the Free Reserve, Securities Premium Account & Retained Earnings of the Company as at March 31, 2021, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new Equity Shares of the Company of ₹2 (Rupees Two only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up Equity Shares to the existing equity shareholders of the Company, in the proportion of (1:4) one new Equity Share for every four existing Equity Shares, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date to be fixed by the Board in this regard.”



“RESOLVED FURTHER THAT the new equity shares of ₹2 (Rupees Two only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, Regulation 294(2) of SEBI (ICDR) Regulations, 2018 and shall rank pari-passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.”

“RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (NRIs) Members, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other Regulatory Authority, as may be necessary or applicable.”

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the Bonus Equity Shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a Committee/person(s) to be appointed by the Board of Directors who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in proportion of their respective fractional entitlements.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee (s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

Item No. 4 To approve raising of funds and issuance of securities by the Company:

To consider, and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:



“RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively, the **“Companies Act”**), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, **“FEMA”**), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**, and together with BSE, the **“Stock Exchanges”**) where the equity shares of the Company of face value of ₹2 each (**“Equity Shares”**) are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India (**“Government of India”**), the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), Stock Exchanges, the Registrar of Companies, Telangana at Hyderabad (**“RoC”**), the Securities and Exchange Board of India (**“SEBI”**) and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as **“Appropriate Authorities”**), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, preference shares and/ or other securities convertible into or exchangeable into Equity Shares, equity linked securities (including warrants or otherwise) (the **“Securities”**) for cash, for an aggregate amount up to ₹1,500 Crore (Rupees One Thousand and Five Hundred Crore), inclusive of such premium as maybe fixed on the Securities, by way of private placement through one or more qualified institutions placement (**“QIP”**) in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible **“qualified institutional buyers”** as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations (**“QIBs”**) or by way of **Preferential Issue** in accordance with Chapter V of the SEBI ICDR Regulations, or through any other permissible mode or any combination thereof of any of the above (the **“Issue”**), subject to applicable laws, through placement documents, private placement offer cum application letters and/ or such other documents/ writings/ circulars/ memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) to be appointed for the Issue (**“Lead Manager(s)”**), including, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchanges.



RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP, the following shall apply:

1. the Securities, or any combination thereof as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the “**QIP Floor Price**”), with the authority to the Board to offer a discount of not more than 5% (five per cent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;
2. the “**relevant date**” for the purpose of pricing of any Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP;
3. in case of allotment of eligible convertible securities, the “**relevant date**” for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares;
4. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and
5. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

1. the Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company; and
2. the Equity Shares created, offered, issue or allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company, in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorised committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or



supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution.”

Item No. 5 Issue of Equity Shares on a preferential basis to Non-Promoters:

To consider, and if thought fit, to pass with or without modification, 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 11,96,25,000 (Eleven Crore Ninety-Six Lakh Twenty-Five Thousand) equity shares (“Equity Shares”) of face value of ₹2/- (Rupees Two only) each at a premium of ₹29.17/- (Rupees Twenty-Nine and Seventeen Paise only) each Equity Shares under Non-Promoter Category by way of preferential allotment of equity shares to the persons mentioned herein below (collectively referred to as “**Proposed Allottees**”) 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.”

Sl. No.	Name of the Allottee	No. of Shares
1	Citrus Global Arbitrage Fund	2,10,00,000
2	Calypso Global Investment Fund	2,00,00,000
3	Navigator Emerging Market Fund	2,00,00,000
4	Connecor Investment Enterprises Ltd	2,00,00,000
5	LGOF Global opportunities Ltd	2,00,00,000
6	Kamala Bai	1,50,00,000
7	Nivedita Saha	22,45,000
8	Arunangshu Ghosh	3,20,000
9	Dipankar Bonnerjee	3,20,000
10	Parul Sunil Chawda	1,60,000
11	Manoj Sunil Chawda	1,60,000
12	Aakanksha M Chawda	1,60,000
13	Hardik Sunil Chawda	1,60,000
14	Arpitha Raya	50,000
15	G R Anasuya	50,000
Total		11,96,25,000

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to Proposed Allottees 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 Proposed Allottees in dematerialized 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, 2018 for determination of minimum



price for the issue of said equity shares is Tuesday, 6th July 2021, being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Extraordinary General Meeting;

- (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, 2018, as amended from time to time;
- (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 authorised 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.”

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

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

**Place: Hyderabad
Date: July 13, 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. In view of the contagious COVID-19 pandemic, Ministry of Corporate Affairs (MCA) has, from time to time through various circulars, allowed Companies to convene General Meetings during the calendar year 2020 & 2021 through VC/OAVM. Keeping in view the inevitable need to contain spread of COVID-19 virus by obviating physical assembly of Members of the Company and also in compliance of Proviso to Rule 22(16) of Companies (Management and Administration) Rules, 2014, EGM is being convened through VC/OAVM.
Deemed Venue for the EGM shall be registered office of the company.
2. Pursuant to the Circular dated 8th April, 2020 and 13th April, 2020, issued by Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available. However, the Body Corporates are entitled to appoint Authorized Representative(s) to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its Representative(s) to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting. The said Resolution / Authorization be sent to the Scrutinizer at email Sraavan.korukonda@gmail.com with a copy marked to ir@brightcomgroup.com .
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to express their views and interact during the course of the Meeting in respect of business to be transacted at the EGM. The queries, if any, can be given in advance at ir@brightcomgroup.com .
6. The Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the Resolutions is annexed hereto.
7. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available 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 EGM Notice till 5th August, 2021.
8. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member, using remote e-voting system as well as evoting during the EGM (Insta Poll) will be provided by CDSL.
9. The Company has appointed Mr. Sravan Korukonda (COP: 21828 & M. No. 43935) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.



10. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, 29th July, 2021, shall be entitled to avail the facility of remote e-voting as well as evoting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
11. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
12. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, 29th July, 2021 shall be entitled to exercise his/her vote electronically i.e., remote e-voting or evoting system on the date of the EGM by following the procedure mentioned in this part.
13. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Thursday, 29th July, 2021.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this part. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.brightcomgroup.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at



www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. www.evotingindia.com).

5. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Monday, August 2, 2021 and ends on Wednesday, August 4, 2021. 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 Thursday, July 29, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) 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.

- (iv) 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 and joining virtual meetings **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 evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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

(v) Login method for e-Voting and joining virtual meetings 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant BRIGHTCOM GROUP LIMITED on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ir@brightcomgroup.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ir@brightcomgroup.com . These queries will be replied to by the company suitably by email.



8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. 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 Aadhar Card) by email to RTA email id viz., aarthiconsultants@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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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.

The results of the electronic voting shall be submitted to the Stock Exchanges after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.



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 EGM dated July 13, 2021.

Item No.1:

With a view to issue bonus shares, raise funds through issue of further securities of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from ₹195 Crore to ₹300 Crore.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the consent of the Shareholders of the Company is required to the proposed increase in the authorised share capital. Accordingly, the Board of Directors of the Company, vide its resolution passed at the meeting held on June 28, 2021 has proposed to increase the Authorised Share Capital of the Company and seeks the approval of members for the same.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 1 of the Notice.

Item No.2:

In order to reflect the increase Authorised Share Capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required to be amended.

A draft of the amended Memorandum of Association of the Company with the following Clause V is being circulated herewith:

Clause V: “The Authorised Share Capital of the Company is Rs. 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 150,00,00,000 (one Hundred and Fifty Crore only) equity Shares of Rs.2/- (Rupees two only) each.”

Pursuant to Section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing a special resolution.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 2 of the Notice.



Item No.3:

The Board of Directors in its meeting held on June 28, 2021 considered, approved and recommended an issue of bonus shares in the proportion of (1:4) one new Equity Share of the Company of ₹2 each for every four existing Equity Shares of the Company of ₹2 each held by the Members on the “**Record Date**” to be determined by the Board by capitalizing a part of the Free Reserves, Securities Premium Account and Retained Earnings of the Company as at March 31, 2021. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared.

As on March 31, 2021, the free reserves, retained earnings and securities premium account is ₹97.98 Crore. Since, free reserves, retained earnings and/ or share premium required for implementing the bonus issue is ₹47.96 Crore, the issue of bonus shares need to be considered.

Article 60(3) of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company’s reserve accounts (including securities premium account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

The issue of bonus equity shares by way of capitalization of the sums standing to the credit of securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members’ approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a Committee/person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

The Board of Directors recommends the Ordinary Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice except to the extent of their shareholding held by them in the Company.

Item No.4:

The Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company’s operations and adjacencies, making investments in companies including in subsidiaries or otherwise (either through debt or equity or any convertible securities), growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable



law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

In line with the above, the Company proposes to raise funds through the issuance of equity shares of face value of ₹2/- each of the Company (“**Equity Shares**”) and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) (collectively, the “**Securities**”) for an aggregate amount of up to ₹1,500 Crore (Rupees One Thousand and Five Hundred Crore) to eligible investors including eligible qualified institutional buyers (as defined under Regulation 2(1)(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”)) and/ or any other category of investors whether or not such investors are members of the Company, for cash, in one or more tranches by way of qualified institutions placement (“**QIP**”) or a preferential issue or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof (“**Companies Act**”); and (c) other applicable law (the “**Issue**”). Accordingly, the Board, at its meeting held on June 28, 2021, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorised committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution.

In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Equity Shares of the Company.

The pricing of the Securities shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. In the event that Securities are issued through a QIP, the resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the Lead Managers/ placement agents/ underwriters or any such other intermediary, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.



In the event that Equity Shares are issued through a QIP, the 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be either the date of the meeting in which the Board / its duly constituted committee decides to open the QIP, as decided by the Board, which shall be subsequent to receipt of members' approval in terms of provisions of Companies Act, 2013 and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares. Further, in the event that eligible convertible securities are issued through a QIP, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the fund raising, including issuance of Securities through the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with book running lead managers and/ or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Equity Shares to be issued to them. Hence, the details of the proposed allottees, percentage of their post – Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the Issue, to the extent and in the manner stated in the special resolution, as set out in Item no. 4 of this notice, without the need for any fresh approval from the members of the Company in this regard.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Equity Shares and/ or other eligible Securities on such date as may be determined by the Board but not later than 365 days from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.

Equity Shares, proposed to be issued, shall in all respects, rank pari-passu with the existing Equity Shares of the Company.



If the Issue is made through a QIP, the Promoters will not participate in the Issue.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 4 of the Notice.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out at Item no. 4 of the notice for the approval of the members as a special resolution.

Item No.5:

The Board of Directors of the Company at its meeting held on July 13, 2021 has approved to the offer, issue and allot equity shares of face value of ₹2/- (Rupees Two only) each of the Company at a premium of ₹29.17/- (Rupees Twenty-Nine and Seventeen Paise 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. 5 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 Company, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the Issue will be utilized for augmenting long term cash resources, funding the organic or inorganic growth opportunities in the area of the Company's operations and adjacencies, making investments in companies including in subsidiaries or otherwise, growing existing businesses or entering into new businesses in line with the strategy of the Company, pre-payment and / or repayment of outstanding borrowings, or for any other general purposes as may be permissible under the applicable law and approved by the Board of directors of the Company or a duly constituted committee of the Board.

2. Number of shares and Pricing of Preferential issue:

The Company proposes to issue 11,96,25,000 (Eleven Crore Ninety-Six Lakh Twenty-Five Thousand) equity shares of face value of ₹2/- (Rupees Two only) each of the Company at ₹31.17/- (Rupees Thirty-One and Seventeen Paise only) including a premium of ₹29.17/- (Rupees Twenty-Nine and Seventeen Paise 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, 2018.

The pricing of the Equity Shares to be allotted on preferential basis is ₹31.17/- (Rupees Thirty-One and Seventeen Paise only) per Equity Share of face value of ₹2/- each, which is higher than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations, 2018.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 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 ₹31.17/- (Rupees Thirty-One and Seventeen Paise only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

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, 2018.

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, 2018 for determination of minimum price for the issue of said equity shares is Tuesday, 6th July 2021, 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	6,75,00,787	12.46	0	6,75,00,787	10.20
	Bodies Corporate					
	Sub Total	6,75,00,787	12.46	0	6,75,00,787	10.20
2	Foreign					
	Individuals (Non-Resident Individuals/ Foreign Individuals)	9,21,73,599	17.01	0	9,21,73,599	13.93
	Bodies Corporate	2,69,53,299	4.97	0	2,69,53,299	4.07



	Sub Total	11,91,26,898	21.99	0	11,91,26,898	18.01
	Sub Total (A)	18,66,27,685	34.44	0	18,66,27,685	28.21
B.	Non-Promoters' holding:					
1	Institutional Investors					
	Foreign Venture Capital Investors					
	Foreign Portfolio Investor	9,72,110	0.18	10,10,00,000	10,19,72,110	15.42
	Foreign Body Corporate					
2	Central Government/State Government(s)/ President of India					
3	Non- Institution Investors					
	Individual shareholders holding nominal share capital up to Rs.2 Lakhs	9,94,97,836	18.36	7,40,000	10,19,72,110	15.42
	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	14,52,17,595	26.80	1,53,20,000	10,02,37,836	15.15
	NBFCs Registered with RBI	20,000	0	0	20,000	0
	Employee Trusts					
	Any Others					
	Employees	2,13,000	0.04	0	2,13,000	0.03
	Non Resident Indians	4,80,18,569	8.86	25,65,000	5,05,83,569	7.65
	Bodies Corporate	3,16,21,491	5.84	0	3,16,21,491	4.78
	Overseas Corporate Bodies	2,38,00,000	4.39	0	2,38,00,000	3.60
	Clearing Members	51,32,213	0.95	0	51,32,213	0.78
	Trust	7,31,000	0.13	0	7,31,000	0.11
	Sub Total (B)	35,52,23,814	65.56	11,96,25,000	47,48,48,814	71.79
	GRAND TOTAL (A+B)	54,18,51,499	100.00	11,96,25,000	66,14,76,499	100.00
C.	Non Promoter-Non Public					
	Shares underlying DRs					
	Shares held by Employee Trust					
	GRAND TOTAL (A+B+C)	54,18,51,499	100.00	11,96,25,000	66,14,76,499	100.00

Note:-

- 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.
- The pre-issue shareholding pattern is as on July 01, 2021 as the notice was approved as on July 13, 2021.

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, 2018 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, 2021 till the date of this EGM Notice, the Company has allotted 33,18,45,000 warrants to 54 below mentioned allottees under preferential basis and out of which, on 1st July 2021, 3,42,00,000 Equity Shares were allotted to 20 allottees upon conversion of warrants into equity by paying 100% of the price consideration i.e., ₹7.70/- per equity share of ₹2/- each fully paid-up (including a premium of ₹5.70/- per equity share). The list of 54 allottees along with number of warrants allotted to them on 15th April 2021 are given below:

Sl. No.	Name of the Allottee	No. of Warrants	Price (₹)
1	ARADHANA COMMOSALES LLP	5,00,00,000	7.70
2	SARITA COMMOSALES LLP	5,00,00,000	7.70
3	MANGAL COMPUSOLUTION PVT LTD	4,00,00,000	7.70
4	KALPANA COMMOSALES LLP	2,50,00,000	7.70
5	SAHITAY COMMOSALES LLP	2,50,00,000	7.70
6	HANSRAJ COMMOSALES LLP	2,40,00,000	7.70
7	SUBRATO SAHA	2,20,00,000	7.70
8	SHALINI SALES LLP	2,00,00,000	7.70
9	PARUL PARIMAL MEHTA	1,00,00,000	7.70
10	PANKTI COMMOSALES LLP	1,00,00,000	7.70
11	LEPTON SOFTWARE TRADING FZCO	54,00,000	7.70
12	TALISMAN SECURITIES PVT LTD	50,00,000	7.70
13	PALACE HEIGHTS AVENUES LLP	45,00,000	7.70
14	ANKIT KUMAR ALYA	40,00,000	7.70
15	VINITA JAIN	38,25,000	7.70
16	Y SURYANARAYANA RAJU	35,00,000	7.70
17	GAUTAM GOPIKISHAN MAKHARIA	25,00,000	7.70
18	PUNEET GOPIKISHAN MAKHARIA	25,00,000	7.70
19	SANJIB HIRENDRA CHAKRABORTY	25,00,000	7.70
20	CHERUKURU SRINIVASA RAO	15,00,000	7.70
21	RUSHIDA RAHUL MEHTA	15,00,000	7.70
22	AYAZ AMIR MANJEE	10,00,000	7.70
23	SHIVKRISHNA HARAKCHAND DAMANI	10,00,000	7.70
24	MANJU SHIVKRISHNA DAMANI	10,00,000	7.70
25	VARUN SHIVKRISHNA DAMANI	10,00,000	7.70
26	PRERNA VARUN DAMANI	10,00,000	7.70
27	POOJA RAJENDRA PRASAD PODDAR	10,00,000	7.70



28	RAJENDRA PRASAD PODDAR	10,00,000	7.70
29	SUSHILA DEVI PODDAR	10,00,000	7.70
30	ASIF ISMAIL ATHANIYA	10,00,000	7.70
31	RAGHUNATH NAIDU KODIDINI	8,00,000	7.70
32	SIDDHARTH DUBEY	7,50,000	7.70
33	LEPTON SOFTWARE PTE LTD	6,00,000	7.70
34	MLS SUDHEER	6,00,000	7.70
35	PATLOLLA PRASHANTH REDDY	5,00,000	7.70
36	KANEEZ ZAINAB	5,00,000	7.70
37	ZAINAB HAJEEBHAI MANJEE	5,00,000	7.70
38	HANIF AMIR MANJEE	5,00,000	7.70
39	MOHAMED MAJID M SIDDIQUI	5,00,000	7.70
40	LORIYA MOHSIN RAFIK	5,00,000	7.70
41	SHABANA AYAZ MANJEE	5,00,000	7.70
42	SAIRA HANIF MANJEE	5,00,000	7.70
43	ZEESHAN HANIF MANJEE	5,00,000	7.70
44	ASHISH CHHOTUBHAI HAMID	5,00,000	7.70
45	MEGHNA KAUSTUBH KULKARNI	5,00,000	7.70
46	KAUSTUBH BALCHANDRA KULKARNI	5,00,000	7.70
47	PONNA BHUVANESWARI	4,50,000	7.70
48	SAYEEDA YASEEN	4,00,000	7.70
49	P SOUMYA	1,40,000	7.70
50	ADAPA SRINIVAS	1,00,000	7.70
51	SRI RAM DITTAKAVI	1,00,000	7.70
52	RAJESH LAXMAN RAO CHIVUKULA	90,000	7.70
53	P SIVA RAMA RAJU	50,000	7.70
54	HIMAKUMAR KONDIPARTHI	40,000	7.70
Total		33,18,45,000	

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, 2018 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 EGM Notice till 5th August, 2021.

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	Citrus Global Arbitrage Fund	SEBI Registered Category 1 FPI	Non-Promoter - FPI	Nil	Nil	2,10,00,000	2,10,00,000	3.17
2	Calypso Global Investment Fund	SEBI Registered Category 1 FPI	Non-Promoter - FPI	Nil	Nil	2,00,00,000	2,00,00,000	3.02
3	Navigator Emerging Market Fund	SEBI Registered Category 1 FPI	Non-Promoter - FPI	Nil	Nil	2,00,00,000	2,00,00,000	3.02
4	Connecor Investment Enterprises Ltd	SEBI Registered Category 1 FPI	Non-Promoter - FPI	Nil	Nil	2,00,00,000	2,00,00,000	3.02
5	LGOFF Global opportunities Ltd	SEBI Registered Category 1 FPI	Non-Promoter - FPI	Nil	Nil	2,00,00,000	2,00,00,000	3.02
6	Kamala Bai	Kamala Bai	Non-Promoter Resident - Individual	Nil	Nil	1,50,00,000	1,50,00,000	2.27
7	Nivedita Saha	Nivedita Saha	Non-Promoter – Non-Resident Indian (NRI)	Nil	Nil	22,45,000	22,45,000	0.34



8	Arunangshu Ghosh	Arunangshu Ghosh	Non-Promoter Resident - Individual	Nil	Nil	3,20,000	3,20,000	0.05
9	Dipankar Bonnerjee	Dipankar Bonnerjee	Non-Promoter – Non-Resident Indian (NRI)	Nil	Nil	3,20,000	3,20,000	0.05
10	Parul Sunil Chawda	Parul Sunil Chawda	Non-Promoter Resident - Individual	Nil	Nil	1,60,000	1,60,000	0.02
11	Manoj Sunil Chawda	Manoj Sunil Chawda	Non-Promoter Resident - Individual	Nil	Nil	1,60,000	1,60,000	0.02
12	Aakanksha M Chawda	Aakanksha M Chawda	Non-Promoter Resident - Individual	Nil	Nil	1,60,000	1,60,000	0.02
13	Hardik Sunil Chawda	Hardik Sunil Chawda	Non-Promoter Resident - Individual	Nil	Nil	1,60,000	1,60,000	0.02
14	Arpitha Raya	Arpitha Raya	Non-Promoter Resident - Individual	Nil	Nil	50,000	50,000	0.01
15	G R Anasuya	G R Anasuya	Non-Promoter Resident - Individual	Nil	Nil	50,000	50,000	0.01

#The abovementioned details of natural persons are 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, 2018 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. 5 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. 5 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. 5 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 5 will be available for inspection during the office hours at the registered office of the Company till the date of conclusion of voting.

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

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

**Place: Hyderabad
Date: July 13, 2021**

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