July 30, 2020.

**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: Annual Secretarial Compliance Report for the year ended March 31, 2020 under Regulation 24A of SEBI (LODR) Regulations, 2015**

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2020 issued by a Practicing Company Secretary.

Request you to take the same on record and oblige.

Yours faithfully,

**For BRIGHTCOM GROUP LIMITED**

**M. SURESH KUMAR REDDY**
**CHAIRMAN & MANAGING DIRECTOR**
**DIN: 00140515**

*Encl.: As above*

JYOTI MOHATA
COMPANY SECRETARY

**SECRETARIAL COMPLIANCE REPORT OF BRIGHTCOM GROUP LIMITED FOR THE YEAR ENDED 31st MARCH, 2020**

*[Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019]*

I have examined:

(a) all the documents and records made available to us and explanation provided by M/s. **Brightcom Group Limited** (CIN : L64203TG1999PLC030996) having its registered office at Floor : 5, Fairfield By Marriott Road No. 2, Nanakramguda, Gachibowli, Hyderabad TG 500032 IN, ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of :

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - *The Company has gone for allotment of 3,14,00,000(Three Crore Fourteen Lakh) equity shares through Preferential Issue to Non-Promoters.*
(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Jyoti Mohata
Company Secretary
Jyoti Mohata
Acs: 57184
CP: 21606

158, BANGUR AVENUE, BLOCK-A, KOLKATA-700055 (W.B.)
EMAIL ID: mohataivoti@yahoo.com

JYOTI MOHATA
COMPANY SECRETARY

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) During the Review Period, no actionshas been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars)* under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the previous year ended | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity. |
|---|---|---|---|---|
| There are no observations and accordingly no actions were taken | | | | |

Jyoti Mohata
Company Secretary
Jyoti Mohata
Acs: 57184
CP: 21606

Place: Kolkata
Date: 30.07.2020

CS Jyoti Mohata
Company secretary
ACS : 57184 CP No: 21606
UDIN : A057184B000531119

158, BANGUR AVENUE, BLOCK-A, KOLKATA-700055 (W.B.)
EMAIL ID: mohataivoti@vahoo.com