



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 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021 and 20/2021 dated 08.12.2021, 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.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Mr. Sravan Korukonda (ACS No. 43935 & C.P. No: 21828), 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 Tuesday, March 01, 2022 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 Aarhi Consultants Private Limited, the registrar and share transfer agents of the Company (the “RTA”). The results will also be made available on Company’s website at www.brightcomgroup.com. The resolutions 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

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 ₹300,00,00,000/- (Rupees Three Hundred Crore only) divided into 150,00,00,000 Equity Shares of ₹2/- each to ₹450,00,00,000/- (Rupees Four Hundred & Fifty Crore only) divided into 225,00,00,000 Equity Shares of ₹2/- each by creation of an additional 75,00,00,000 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 of the Company, be and is hereby 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 ₹450,00,00,000/- (Rupees Four Hundred & Fifty Crore only) divided into 225,00,00,000 (Two Hundred and Twenty-Five Crore only) Equity Shares of ₹2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT Mr. M. Suresh Kumar Reddy, Chairman & Managing Director, be and is hereby 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 September 30, 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 (2:3) two new Equity Shares for every three 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.”

for Brightcom Group Limited

Sd/-

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Place: Hyderabad

Date: January 25, 2022

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 SEBI ICDR 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 January 21, 2022 (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. Sravan Korukonda (ACS No. 43935 & C.P. No: 21828), 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 Tuesday, March 01, 2022 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 January 21, 2022 (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., January 21, 2022) only shall be entitled to avail the facility of E-voting.



8. The E-voting period begins at 09:00 a.m. IST on January 29, 2022 (Saturday) and ends at 05:00 p.m. IST on February 27, 2022 (Sunday). 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., January 21, 2022 (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., February 27, 2022 (Sunday) 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. Ajay Ponna, Sr. Manager – Legal & Secretarial Team 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 January 29, 2022 (Saturday) at 09:00 am and ends on February 27, 2022 (Sunday) 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, January 21, 2022 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**, including the circulars further released in this matter, 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/EasiRegistration4) 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.



<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 redirected 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 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.

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 January 25, 2022.

Item No.1:

With a view to issue bonus shares through issue of further securities of the Company, it is proposed to increase the existing Authorised Share Capital of the Company from ₹300 Crore to ₹450Crore.

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 January 25, 2022 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 in Authorised Share Capital of the Company, and in order to confirm 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. 450,00,00,000/- (Rupees Four Hundred & Fifty Crore only) divided into 225,00,00,000 (Two Hundred and Twenty-Five 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 January 25, 2022 considered, approved and recommended an issue of bonus shares in the proportion of (2:3) two new Equity Shares of the Company of ₹2 each for every three 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 September 30, 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 September 30, 2021, the free reserves, retained earnings and securities premium account is ₹243.83 Crore. Since, free reserves, retained earnings and/ or share premium required for implementing the bonus issue is ₹ 162.26 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.

for Brightcom Group Limited

Sd/-

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Place: Hyderabad

Date: January 25, 2022

Registered Office:

Brightcom Group Limited
Floor-5, Fairfield by Marriott,
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