



September 30, 2022

**BSE Limited**

P. J. Towers, 25<sup>th</sup> 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: Proceedings of the 23<sup>rd</sup> Annual General Meeting (AGM) and Voting Results**

Please find enclosed herewith the following in respect of 23<sup>rd</sup> Annual General Meeting of the Company held on Friday, September 30, 2022 at 11.00 A.M through VC/OAVM:

1. Summary of the proceedings of the 23<sup>rd</sup> AGM as required under Regulation 30 Part-A of the Schedule-III of the SEBI (LODR) Regulations, 2015 as **Annexure-I**.
2. Voting Results pursuant to Regulation 44 (3) of SEBI (LODR) Regulations, 2015 as **Annexure-II**.
3. Report of the Scrutinizer dated September 30, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 as **Annexure-III**.

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

**for BRIGHTCOM GROUP LIMITED**

**Authorized Signatory**

Encl.: A/a





**Annexure-I**

**SUMMARY OF PROCEEDINGS OF THE 23<sup>rd</sup> ANNUAL GENERAL MEETING OF BRIGHTCOM GROUP LIMITED HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 11:00 A.M. THROUGH VC/OAVM.**

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**Directors Present through Video Conference:**

- |                                    |                                          |
|------------------------------------|------------------------------------------|
| 1. Mr. M. Suresh Kumar Reddy       | Chairman & Managing Director             |
| 2. Mr. Vijay Kancharla             | Executive Director                       |
| 3. Mr. Peshwa Acharya              | Non-Executive & Non Independent Director |
| 4. Dr. K. Jayalakshmi Kumari       | Independent Director                     |
| 5. Dr. Surabhi Sinha               | Independent Director                     |
| 6. Mr. Nilendu Narayan Chakraborty | Independent Director                     |

**In attendance through Video Conference:**

- |                           |                                           |
|---------------------------|-------------------------------------------|
| 1. Mr. S.L. Narayana Raju | Chief Financial Officer                   |
| 2. Mr. Chandra Babu Naidu | P C N & Associates, Chartered Accountants |
| 3. Mr. M. Ramamohan Reddy | P. Murali & Co., Chartered Accountants    |
| 4. Mr. A. Sridhar         | Scrutinizer for the 23 <sup>rd</sup> AGM  |

**Members Present and Proceedings:**

No. of Members present through VC/OAVM: **83**  
No. of Members present in Proxy: **Not Applicable**

Mr. M. Suresh Kumar Reddy, Chairman and Managing Director declared that the requisite quorum was present and opened the meeting.

The 23<sup>rd</sup> Annual General Meeting (the AGM) commenced at 11:00 a.m. with a welcome note by the Chairman.

The Chairman welcomed all the shareholders of the Company to the 23<sup>rd</sup> AGM.





It was informed to the shareholders that in view of the continuing Covid-19 pandemic, the 23<sup>rd</sup> AGM was held in compliance with the General Circular No.s 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79; SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “Circulars”) companies are allowed to conduct AGMs through VC or OAVM without the physical presence of members at the venue.

It was informed to the shareholders that the Company had enabled the shareholders to participate in the 23<sup>rd</sup> AGM through the VC facility provided by CDSL.

Mr. Peshwa Acharya, Non-Executive & Non Independent Director has given a brief insight on the long term growth strategy and road map ahead for the company.

Mr. Nilendu Chakraborty, Independent Director and also the Chairman of the Audit Committee addressed the shareholders on the operations and growth of the company.

Thereafter, the Chairman commenced his speech and gave an overview of the operations and the financial performance of the Company during FY 2022.

It was informed to the shareholders that in compliance with the provisions of the Companies Act, 2013, read with applicable rules and the SEBI (LODR) Regulations, 2015, the Company had extended remote e-voting facility to all its members for voting on the resolutions. The remote e-voting facility commenced on September 27, 2022 at 09:00 a.m. (IST) and concluded on September 29, 2021 at 05:00 p.m. (IST). Members who have joined the meeting through VC and who had not cast their vote through remote e-voting were provided the option to cast vote through e-voting facility made available at the AGM.

It was informed to the shareholders that Dr. A. Sridhar, Practicing Company Secretary (COP No 12011) was appointed to scrutinize the remote e-voting process and also e-voting at the AGM.

On the invitation of the Chairman, Shareholders who registered themselves as speakers participated in the meeting through audio mode. The Chairman responded to the queries of the Shareholders.

With the permission of the Shareholders’ present, the Chairman took the AGM Notice as read. The following items of business, as per the Notice of the 23<sup>rd</sup> AGM were transacted at the meeting:





1. To receive, consider and adopt:
  - (a) the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and the Auditors thereon; and
  - (b) the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the report of the Auditors thereon.
2. To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2022.
3. To re-appoint Mr. Vijay Kancharla (DIN: 02744217), who retires by rotation, and being eligible offers himself for the re-appointment.
4. Appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad (Firm Registration No. 007257S) as Statutory Auditors of the Company.

It was announced that the results of the e-voting will be informed to the Stock Exchanges once the Scrutinizer submits his report and also be placed on the website of the Company and CDSL.

The meeting was concluded at 12:03 PM with a vote of thanks by the Chairman.

Thanking you,

Yours faithfully,

**for BRIGHTCOM GROUP LIMITED**

**Authorized Signatory**





**Annexure-II**

We would like to inform that the 23<sup>rd</sup> Annual General Meeting (the AGM) of the Company was held on Friday, September 30, 2022 at 11.00 A.M through VC/OAVM.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, this is to inform you that the Members of the Company transacted the business as stated in the Notice of the 23<sup>rd</sup> AGM.

The cut-off date for purpose of determining the shareholders eligible to vote was Friday, September 23, 2022.

<b>BRIGHTCOM GROUP LIMITED</b>	
Date of the AGM	September 30, 2022
Total number of shareholders on record date	3,79,360
<b><i>No. of shareholders present in the meeting either in person or through proxy:</i></b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<b><i>No. of Shareholders attended the meeting through Video Conferencing</i></b>	
Promoters and Promoter Group:	11
Public:	72

The agenda wise disclosure of voting details is enclosed herewith.

Thanking you,

Yours faithfully,

**for BRIGHTCOM GROUP LIMITED**

**Authorized Signatory**

*Copy to: NSDL, CDSL and Aarthi Consultants Private Limited*



Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of the Audited Financial Statements (Standalone and Consolidated) together with the reports of the Board of Directors and Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372782652	360674436	96.7519	360674436	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		372782652	360674436	96.7519	360674436	0	100.0000
Public- Institutions	E-Voting	283840811	81289103	28.6390	80762985	526118	99.3528	0.6472
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		283840811	81289103	28.6390	80762985	526118	99.3528
Public- Non Institutions	E-Voting	1361298410	67739713	4.9761	61025241	6714472	90.0878	9.9122
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1361298410	67739713	4.9761	61025241	6714472	90.0878
<b>Total</b>		2017921873	509703252	25.2588	502462662	7240590	98.5794	1.4206
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2022.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372782652	360674436	96.7519	360674436	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		372782652	360674436	96.7519	360674436	0	100.0000
Public- Institutions	E-Voting	283840811	81584198	28.7429	81584198	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		283840811	81584198	28.7429	81584198	0	100.0000
Public- Non Institutions	E-Voting	1361298410	67739885	4.9761	66918555	821330	98.7875	1.2125
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1361298410	67739885	4.9761	66918555	821330	98.7875
<b>Total</b>		2017921873	509998519	25.2735	509177189	821330	99.8390	0.1610
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To re-appoint Mr. Vijay Kancharla (DIN: 02744217), who retires by rotation, and being eligible offers himself for the re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372782652	360674436	96.7519	360674436	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		372782652	360674436	96.7519	360674436	0	100.0000
Public- Institutions	E-Voting	283840811	81584198	28.7429	7827737	73756461	9.5947	90.4053
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		283840811	81584198	28.7429	7827737	73756461	9.5947
Public- Non Institutions	E-Voting	1361298410	67690693	4.9725	50355552	17335141	74.3907	25.6093
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1361298410	67690693	4.9725	50355552	17335141	74.3907
<b>Total</b>		2017921873	509949327	25.2710	418857725	91091602	82.1371	17.8629
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. P. Murali and Co., Chartered Accountants, Hyderabad (Firm Registration No. 007257S) as Statutory Auditors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	372782652	360674436	96.7519	360674436	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		372782652	360674436	96.7519	360674436	0	100.0000
Public- Institutions	E-Voting	283840811	81584198	28.7429	81058080	526118	99.3551	0.6449
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		283840811	81584198	28.7429	81058080	526118	99.3551
Public- Non Institutions	E-Voting	1361298410	67694693	4.9728	57362937	10331756	84.7377	15.2623
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1361298410	67694693	4.9728	57362937	10331756	84.7377
<b>Total</b>		2017921873	509953327	25.2712	499095453	10857874	97.8708	2.1292
<b>Whether resolution is Pass or Not.</b>							Yes	



**SCRUTINIZER'S REPORT**

**To,**  
**The Chairman**  
BRIGHTCOM GROUP LIMITED  
(formerly Lycos Internet Limited)  
Floor-5, Fairfield by Marriott,  
Road No: 2, Nanakramguda, Gachibowli,  
Hyderabad-500032, Telangana, India.

**Dear Sir,**

**Combined Report on the remote e-voting and e-voting conducted at the 23rd Annual General Meeting (AGM) of Brightcom Group Limited held on Friday, September 30, 2022 at 11.00 am through VC/OAVM.**

As per the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided facility for voting through electronic means (remote e-voting) on all the resolutions contained in the notice of the AGM.

I, A. Sridhar, whole-time Practicing Company Secretary having COP number: 12011 was appointed as Scrutinizer by the Board of Directors of M/s. Brightcom Group Limited (the Company) for the purpose of scrutinizing the process of remote e-voting and e-voting on the day of 23<sup>rd</sup> Annual General Meeting (AGM) of the Company on the resolutions contained in the Notice of 23<sup>rd</sup> AGM of the members of the Company held through Video Conferencing (VC) at 11:00 a.m. on Friday, September 30, 2022 at Hyderabad.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means on the Resolution(s) contained in the notice of the AGM.

The Company had appointed Central Depository Services (India) Limited (CDSL), Hyderabad as the Service Provider, for providing the facility of remote e-voting to the shareholders of the Company from September 27, 2022 (09:00 a.m.) to September 29, 2022 (05:00 p.m.). The cut-off date for ascertaining the voting rights for the purpose of AGM, in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014, was September 23, 2022.

The Company had provided the facility to attend the e-AGM through VC through the CDSL eVoting system along with the facility of e-voting on the date of AGM for the shareholders who could not participated in the remote e-voting.



After completion of the proceedings and e-voting, the votes were unblocked at 12:03 pm on September 30, 2022. The details of e-voting were downloaded from CDSL system. Thereafter, I have reviewed and scrutinized the total voting and the votes were counted.

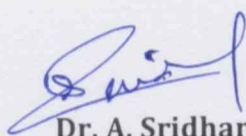
Number of members participated by way of remote e-voting: 941  
Number of members participated in the e-voting on the day of AGM: 9  
Total number of members participated in the voting: 950

I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-Voting and e-Voting on the day of 23<sup>rd</sup> AGM. I shall be arranging to hand over these records to the Chairman of the 23<sup>rd</sup> Annual General Meeting of the Company or to any other person as authorized by the Chairman, after confirmation and signing of the Minutes.

Based on the reports generated from the remote e-voting system provided by CDSL and e-Voting on the day of 23<sup>rd</sup> AGM, I hereby submit the consolidated report of remote e-Voting and e-Voting on the day of 23<sup>rd</sup> AGM as **Annexure-A**.

Thanking you,

Yours faithfully,



**Dr. A. Sridhar**  
**Practicing Company Secretary**  
**C.P.No: 12011**



**Place: Hyderabad**

**Date: September 30, 2022**

**UDIN: F009736D001097845**

**ANNEXURE -A**

**Item No.1-** Adoption of the Audited Financial Statements (standalone & Consolidated) together with the reports of the Board of Directors and Auditors' thereon

Mode	Total Number of members voted	Total votes	Favour		Against		Invalid/Abstained			
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
Remote E-voting and venue E-Voting	948	509703252	907	502462662	98.58%	41	7240590	1.42%	--	--
<b>TOTAL</b>	<b>948</b>	<b>509703252</b>	<b>907</b>	<b>502462662</b>	<b>98.58%</b>	<b>41</b>	<b>7240590</b>	<b>1.42%</b>	<b>--</b>	<b>--</b>

**Item No.2-** To declare the final dividend on equity shares of the Company for the financial year ended March 31, 2022.

Mode	Total Number of members voted	Total votes	Favour		Against		Invalid/Abstained			
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
Remote E-voting and venue E-Voting	950	509998519	913	509177189	99.84%	37	821330	0.16%	--	--
<b>TOTAL</b>	<b>950</b>	<b>509998519</b>	<b>913</b>	<b>509177189</b>	<b>99.84%</b>	<b>37</b>	<b>821330</b>	<b>0.16%</b>	<b>--</b>	<b>--</b>

**Item No.3-** To reappoint Mr. Vijay Kancharla (DIN: 02744217) who retires by rotation and being eligible, offers himself for reappointment

Mode	Total Number of members voted	Total votes	Favour		Against		Invalid/Abstained			
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
Remote E-voting and venue E-Voting	948	509949327	768	418857725	82.14%	180	91091602	17.86%	--	--
<b>TOTAL</b>	<b>948</b>	<b>509949327</b>	<b>768</b>	<b>418857725</b>	<b>82.14%</b>	<b>180</b>	<b>91091602</b>	<b>17.86%</b>	<b>--</b>	<b>--</b>

**Item No.4-** Appointment of M/s. P. Murali and Co., Chartered Accountants, Hyderabad (Firm Registration No. 007257S) as Statutory Auditors of the Company

Mode	Total Number of members voted	Total votes	Favour		Against		Invalid/Abstained			
			No. of Members	Votes	%	No. of Members	Votes	%	Ballots	Votes
Remote E-voting and venue E-Voting	947	509953327	863	499095453	97.87%	84	10857874	2.13%	--	--
<b>TOTAL</b>	<b>947</b>	<b>509953327</b>	<b>863</b>	<b>499095453</b>	<b>97.87%</b>	<b>84</b>	<b>10857874</b>	<b>2.13%</b>	<b>--</b>	<b>--</b>

