

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L64203TG1999PLC030996

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACL5827B

(ii) (a) Name of the company

BRIGHTCOM GROUP LIMITED

(b) Registered office address

FLOOR : 5, FAIRFIELD BY MARRIOTT
ROAD NO. 2, NANAKRAMGUDA, GACHIBOWLI,
HYDERABAD
Hyderabad
Telangana
500022

(c) *e-mail ID of the company

ir@brightcomgroup.com

(d) *Telephone number with STD code

914067449910

(e) Website

www.brightcomgroup.com

(iii) Date of Incorporation

28/01/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

AARTHI CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

1-2-285, DOMALGUDA, HYDERABAD - 500029.

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	YREACH MEDIA PRIVATE LIMIT	U92412TG2012PTC082116	Subsidiary	99
2	LIL PROJECTS PRIVATE LIMITED	U72900TG2016PTC110656	Subsidiary	100

3	Frontier Data Management Inc		Subsidiary	100
4	International Expressions Inc.,		Subsidiary	100
5	Online Media Solutions Limited		Subsidiary	100
6	Ybrant Media Acquisition Inc.,		Subsidiary	100
7	Dyomo Corporation, USA		Subsidiary	100
8	Max Interactive Pty Ltd., Austr		Subsidiary	100
9	DreamAd, SA Argentina		Subsidiary	100
10	DreamAd, SA Chile		Subsidiary	100
11	Get Media Mexico Sociedad Ar		Subsidiary	100
12	DreamAd, SA Panama		Subsidiary	100
13	DreamAd, SA Uruguay		Subsidiary	100
14	Ybrant Digital Services De Pub		Subsidiary	100
15	Ybrant Digital (Brasil) Ltd, Sing		Subsidiary	100
16	LGS Global FZE, UAE		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,250,000,000	1,210,753,124	1,210,753,124	1,210,753,124
Total amount of equity shares (in Rupees)	4,500,000,000	2,421,506,248	2,421,506,248	2,421,506,248

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	2,250,000,000	1,210,753,124	1,210,753,124	1,210,753,124
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	4,500,000,000	2,421,506,248	2,421,506,248	2,421,506,248

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	1,007,185	506,644,314	507651499	1,015,302,9	1,015,302,9	
Increase during the year	29,064,644	674,036,981	703101625	1,406,203,2	1,406,203,2	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	29,064,644	179,261,981	208326625	416,653,250	416,653,250	0
iv. Private Placement/ Preferential allotment	0	494,775,000	494775000	989,550,000	989,550,000	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify						
<input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
At the end of the year	30,071,829	1,180,681,2	1210753124	2,421,506,2	2,421,506,;	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE425B01027

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

3,668,108,596

(ii) Net worth of the Company

16,197,587,978.05

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	26,176,012	2.16	0	
	(ii) Non-resident Indian (NRI)	15,535,112	1.28	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	181,250,000	14.97	0	
10.	Others (Others)	720,667	0.06	0	
	Total	223,681,791	18.47	0	0

Total number of shareholders (promoters)

17

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	545,990,359	45.1	0	
	(ii) Non-resident Indian (NRI)	103,776,443	8.57	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	147,119,020	12.15	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	154,390,246	12.75	0	
10.	Others (others)	35,795,265	2.96	0	

	Total	987,071,333	81.53	0	0
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Total number of shareholders (other than promoters) 267,901

**Total number of shareholders (Promoters+Public/
Other than promoters)** 267,918

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

0

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	15	17
Members (other than promoters)	65,046	267,901
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	1.13	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	1	0	0
(ii) Independent	0	4	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	4	2	4	1.13	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
M. SURESH KUMAR R	00140515	Managing Director	10,381,635	
VIJAY KANCHARLA	02744217	Whole-time director	3,235,977	
DR. K. JAYALAKSHMI I	03423518	Director	0	
DR. SURABHI SINHA	07354441	Director	0	
PESHA ACHARYA	06558712	Director	0	
NILENDU NARAYAN C	07505277	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
NILENDU NARAYAN C	07505277	Director	09/12/2021	Appointment
ALLAM RAGHUNATH	00060018	Director	26/12/2021	Cessation
Y. SRINIVASA RAO	AAEPY9390B	CFO	25/03/2022	Cessation
M. MANOHAR	BFYPM0123A	Company Secretar	28/10/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
EGM	05/08/2021	85,766	118	6
AGM	31/12/2021	208,479	126	4.15

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/04/2021	6	5	83.33
2	09/06/2021	6	5	83.33
3	28/06/2021	6	5	83.33
4	13/07/2021	6	6	100
5	13/08/2021	6	5	83.33
6	16/09/2021	6	5	83.33
7	13/11/2021	6	4	66.67
8	09/12/2021	6	4	66.67
9	06/01/2022	6	4	66.67
10	25/01/2022	6	4	66.67

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/06/2021	3	2	66.67
2	Audit Committee	13/08/2021	3	2	66.67
3	Audit Committee	13/11/2021	3	2	66.67
4	Audit Committee	25/01/2022	3	2	66.67
5	Nomination and Remuneration	09/06/2021	3	3	100
6	Nomination and Remuneration	13/09/2021	3	3	100
7	Nomination and Remuneration	28/10/2021	3	3	100
8	Nomination and Remuneration	09/12/2021	3	3	100
9	Stakeholders Forum	26/03/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2022
								(Y/N/NA)
1	M. SURESH K	10	10	100	1	1	100	Yes
2	VIJAY KANCH	10	1	10	1	0	0	Yes
3	DR. K. JAYAL	10	10	100	9	9	100	Yes
4	DR. SURABHI	10	10	100	6	6	100	Yes
5	PESHAWA ACH	10	9	90	0	0	0	Yes
6	NILENDU NAF	2	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Y. SRINIVASA RAC	CFO	1,913,510	0	0	0	1,913,510
2	M. MANOHAR	COMPANY SEC	524,107	0	0	0	524,107
	Total		2,437,617	0	0	0	2,437,617

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ALLAM RAGHUNA	INDEPENDENT	0	0	0	250,000	250,000
2	DR. K. JAYALAKSH	INDEPENDENT	0	0	0	340,000	340,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	DR. SURABHI SINH	INDEPENDENT	0	0	0	320,000	320,000
4	PESHWA ACHARY	INDEPENDENT	0	0	0	70,000	70,000
5	NILENDU NARAYA	INDEPENDENT	0	0	0	30,000	30,000
	Total		0	0	0	1,010,000	1,010,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Aakruti Somani

Whether associate or fellow

Associate Fellow

Certificate of practice number

20395

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
SURESH KUMAR REDDY MUTHUKURU
Date: 2023.01.03 12:28:13 +05'30'

DIN of the director

00140515

To be digitally signed by

Digitally signed by
A SRIDHAR
Date: 2023.01.03 16:57:45 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

9736

Certificate of practice number

12011

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach
Attach
Attach
Attach

List of attachments

MGT-8 Brightcom_SD.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company