

<b>General information about company</b>	
Scrip code	532368
NSE Symbol	BCG
MSEI Symbol	
ISIN	INE425B01027
Name of the entity	BRIGHTCOM GROUP LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Textual Information(1)

Entity has a Regular Chairperson		Yes														
Chairperson is related to MD or CEO		Yes		Disqualification of Directors under section 164 of the Companies Act, 2013												
Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directors in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)
Executive Director	Chairperson	MD	25-10-1966	No				Active	NA		26-06-2012	01-04-2019		60	1	0
Executive Director	Not Applicable		10-05-1967	No				Active	NA		26-06-2012	01-04-2019		60	1	0
Non-Executive - Non dependent Director	Not Applicable		21-09-1967	No				Active	NA		15-09-2020	21-09-2021			1	0
Non-Executive - dependent Director	Not Applicable		08-08-1968	No				Active	NA		17-05-2016	28-12-2020		60	2	2

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

AN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)
S4737D	07354441	Non-Executive - Independent Director	Not Applicable		13-07-1966	No				Active	NA		13-02-2018	13-02-2023		60
CS024C	07505277	Non-Executive - Independent Director	Not Applicable		14-05-1966	No				Active	NA		09-12-2021	31-12-2021		60

<b>Text Block</b>	
Textual Information(1)	<p>The Board &amp; Sub-Committees of the Company, comprising of total 6 Directors (2 Executive and 4 Non-executive (Independent &amp; Women)) which are in comply with all the applicable Provisions of the Companies Act, 2013 and Regulation 17 and other applicable regulations of the SEBI (LODR) Regulations, 2015.</p> <p>Dr. Surabhi Sinha appointed on 13-Feb-2018 for a period 5 years i.e. till 12-Feb-2023 and re-appointment is due, which will take up this matter in the forthcoming board meeting of the Company.</p>

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)	<p>Composition of the Sub-Committees of the Board is in line Complying with the Regulation 18, 19, 20 &amp; 21 and if any, other applicable regulations and Schedules of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.</p> <p>All sub-Committees Chairpersons are Independent Directors of the Company, except Risk Management Committee.</p>
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07505277	NILENDU NARAYAN CHAKRABORTY	Non-Executive - Independent Director	Chairperson	25-07-2022		
2	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Non-Executive - Independent Director	Member	17-05-2016		
3	07354441	SURABHI SINHA	Non-Executive - Independent Director	Member	09-12-2021		
4	02744217	VIJAY KANCHARLA	Executive Director	Member	29-09-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07354441	SURABHI SINHA	Non-Executive - Independent Director	Chairperson	13-02-2018		
2	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Non-Executive - Independent Director	Member	28-05-2016		
3	07505277	NILENDU NARAYAN CHAKRABORTY	Non-Executive - Independent Director	Member	09-12-2021		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07354441	SURABHI SINHA	Non-Executive - Independent Director	Chairperson	13-02-2018		
2	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Non-Executive - Independent Director	Member	09-12-2021		
3	00140515	MUTHUKURU SURESH KUMAR REDDY	Executive Director	Member	08-11-2013		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02744217	VIJAY KANCHARLA	Executive Director	Chairperson	16-09-2021		
2	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Non-Executive - Independent Director	Member	16-09-2021		
3	07354441	SURABHI SINHA	Non-Executive - Independent Director	Member	16-09-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Non-Executive - Independent Director	Chairperson	28-05-2016		
2	02744217	VIJAY KANCHARLA	Executive Director	Member	28-05-2016		
3	00140515	MUTHUKURU SURESH KUMAR REDDY	Executive Director	Member	28-05-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	03423518	KANUKOLLU JAYALAKSHMI KUMARI	Warrants and Share Allotment Committee	Non-Executive - Independent Director	Chairperson	
2	07354441	SURABHI SINHA	Warrants and Share Allotment Committee	Non-Executive - Independent Director	Member	
3	07505277	NILENDU NARAYAN CHAKRABORTY	Warrants and Share Allotment Committee	Non-Executive - Independent Director	Member	

Annexure 1								
Annexure 1								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	18-10-2022				Yes	6	4	2
2	12-11-2022		24		Yes	6	4	2
3	10-12-2022		27		Yes	6	4	2
4		04-01-2023	24		Yes	6	6	3
5		03-02-2023	29		Yes	6	6	3

<b>Text Block</b>	
Textual Information(1)	All held Board of Directors Meetings for the Current Quarter ended March 31, 2023, are conducted in accordance with the Secretarial Standard - 1 issued by the Institute of Companies Secretaries of India, Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions & Rules of the Companies Act, 2013 and Bye-laws of the Company.

Annexure 1										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory								Textual Information(1)		
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	12-11-2022				Yes	4	2	2	1
2	Nomination and remuneration committee	12-11-2022				Yes	3	2	2	1
3	Stakeholders Relationship Committee	12-11-2022				Yes	3	3	2	1
4	Nomination and remuneration committee	04-01-2023				Yes	3	2	2	2
5	Audit Committee	03-02-2023	29			Yes	4	4	3	2
6	Risk Management Committee	03-02-2023				Yes	3	3	2	2

<b>Text Block</b>	
Textual Information(1)	All held Sub-Committee Meetings of the Board Directors for the Current Quarter ended March 31, 2023, are conducted in accordance with the Secretarial Standard 1 issued by the Institute of Companies Secretaries of India, Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions & Rules of the Companies Act, 2013 and Bye-laws of the Company.



Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	Audit Committee reviewed the all proposed, entered material transaction in connection to the related parties.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	RAJESH VANKADARA
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	<p>The Board reviewed and verified all secretarial and related records and files pertains to the Quarter ended December 31, 2022, Meeting Minutes &amp; Results declared. Board expressed their satisfaction towards the Compliance for the Quarter ended December 31, 2022, for the Financial Year 2022-23.</p> <p>All required obligations, Compliances and requirements as per the Companies Act, Company bylaws, policies, and other Applicable acts, the SEBI Regulations are duly notified to the Board Members, Senior Management and KMP's of the Company from time to time.</p>

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://www.brightcomgroup.com">https://www.brightcomgroup.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
12	Financial results	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
13	Shareholding pattern	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.brightcomgroup.com/investors/">https://www.brightcomgroup.com/investors/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	



<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	NA	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6), (7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	RAJESH VANKADARA
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	RAJESH VANKADARA
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>	
Applicability of disclosure	Not Applicable
Reason for Non Applicability	Textual Information(1)

**Text Block**

Textual Information(1)

There were no loans/Guarantees/comfort letters/securities are made during the reporting period from the Promoter/Promoter group/Directors/KMP's or any other entity controlled by them.



<b>Signatory Details</b>	
Name of signatory	RAJESH VANKADARA
Designation of person	Company Secretary and Compliance Officer
Place	HYDERABAD
Date	19-04-2023

