



Date: April 8, 2025

To
BSE Limited
P. J. Towers, 25th Floor,
Dalal Street, Mumbai - 400001.
BSE Scrip Code: 532368

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
NSE Symbol: BCG

Sub: Information regarding Extraordinary General Meeting on April 30, 2025

In continuation to our communication dated March 28, 2025, informing your office of the Company's intention to convene an Extraordinary General Meeting of shareholders on April 30, 2025, at 11:30 am, please find the attached Notice of Extraordinary General Meeting.

Kindly take the above on record.

Thank you.

Yours faithfully,

For Brightcom Group Limited

Raghunath Allamsetty
Executive Director



April 8, 2025

Dear Shareholder(s),

You are cordially invited to attend the Extraordinary General Meeting of the Shareholders of Brightcom Group Limited (“the Company”) to be held on Wednesday, April 30, 2025 at 11.30 A.M.(IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The instructions for e-voting are enclosed herewith.

Yours sincerely

Sd/-

Raghunath Allamsetty

Executive Director

DIN # 00060018

Enclosures:

1. Notice of the Extraordinary General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number: 022-23058738 and 022-23058542-43

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Shareholders of Brightcom Group Limited (“the Company”) to be held on Wednesday, April 30, 2025 at 11.30 A.M.(IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1. Capital Reduction of 6,00,000 equity shares of INR 2 each of the Company:

To consider and if thought fit, to pass the following resolution without modification(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 66 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the confirmation by the Hon'ble National Company Law Tribunal and such other approvals as may be required, the issued, subscribed, and paid-up share capital of the Company be and is hereby reduced by cancelling and extinguishing such portion of the capital which is not represented by available assets of the Company and that the capital be accordingly reduced to reconcile the difference between the issued and listed capital, in the manner and to the extent detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to the resolution and the Scheme, including, making any modifications to the Scheme, statutory form filings, making application to authorities, regulatory or otherwise and to settle any matter, question, difficulty or doubt that may arise in regard to the Scheme as it may deem necessary, proper, desirable or expedient without requiring any further approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any such acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized, in its absolute discretion, to bring into effect the abovementioned resolution on such other terms and conditions as it may consider appropriate and to accept such other conditions and modifications as may be prescribed by the NCLT and other appropriate bodies/ authorities while according their sanction or consent to the Capital Reduction or to suspend, withdraw or revive the proposal for Capital Reduction from time to time as may be

specified by any statutory authority or as the Board may suo-moto decide in its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to a committee of the Board or any such persons as it may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Scheme and settle any questions or difficulties that may arise in regard to the Scheme.”

2. To ratify appointment Mr. Shrikant Gehlot (DIN # 10909404) as an Independent Director of the Company for a period of five consecutive years.

To consider and if thought fit, to pass the following resolution without modification(s) as a Ordinary Resolution:

“RESOLVED, that Mr. Shrikant Gehlot (DIN # 10909404)), who was appointed as an Additional Director (Independent) of the Company with effect from January 16, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Extraordinary General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and who is eligible for appointment be and is hereby appointed as a Director of the Company.

“RESOLVED FURTHER, that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the appointment of Mr. Shrikant Gehlot (DIN # 10909404), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Additional Director (Independent) of the Company, for a term of five years, i.e., from January 16, 2025 to January 15, 2030 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.

“RESOLVED FURTHER, that pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Shrikant Gehlot (DIN # 10909404), shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.”

“RESOLVED FURTHER, that the consent of the Shareholders of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution.”

3. **To appoint Mr. Suresh Kumar Reddy (DIN # 00140515) as an Independent Director of the Company for a period of five consecutive years.**

To consider and if thought fit, to pass the following resolution without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approvals as may be required, the consent of the shareholders be and is hereby accorded for the appointment of Mr. M. Suresh Kumar Reddy (DIN: 00140515) as a Whole-Time Director, designated as the Chief Executive Officer (CEO) of the Company, for a period of five years with effect from the date of this resolution, on such terms and conditions as may be determined by the Board."

4. **Appointment of Mr. S. L. Narayana Raju as Chief Financial Officer (CFO)**

To consider and if thought fit, to pass the following resolution without modification(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the shareholders be and is hereby accorded for the appointment of **Mr. S.L. Narayana Raju** as the Chief Financial Officer (CFO) of the Company with effect from the date of this resolution, on such terms and conditions as may be decided by the Board."

**By order of the Board
For Brightcom Group Limited**

Date: 08-04-2025
Place: Hyderabad

Sd/-
Raghunath Allamsetty
Executive Director
DIN # 00060018

Notes to EGM Notice:

1. Pursuant to the General Circulars 2/2022 dated May 05, 2022 and 19/2021 dated January 13, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/ CFD/ CMD2 /CIR /P / 2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM / EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM / EGM of the Company is being held through VC. The deemed venue for the AGM / EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) read with Circular dated May 13, 2022 and MCA Circulars dated January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM / EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. Thereby facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM / EGM will be provided by CDSL.
3. The Members can join the AGM / EGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM / EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM / EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM / EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM / EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 02/2022 dated May 5, 2022 reading with Circular No. 20/2020 dated May 5, 2020, the Notice calling the AGM / EGM has been uploaded on the website of the Company at www.brightcomgroup.com. The Notice can also be accessed

from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and evoting system during the AGM) i.e., www.evotingindia.com.

7. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM / EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
8. The Register of members and transfer books of the company will remain closed from Wednesday, April 23, 2025 to Wednesday, April 30, 2025 (both days inclusive).
9. Members, who hold shares in electronic / Demat form are requested to furnish the change of address, details of their bank accounts, viz, name of the bank, full address of the branch, account no. etc., to their respective Depository Participants and who hold shares in physical form to the Company's Registrars and Transfer Agents Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 (Phone: 040-27638111/27642217/27634445 Email: info@aarthiconsultants.com) so as to enable the Company to incorporate the bank details on the dividend warrants.
10. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under the Members holding shares in single name may, at any time, nominate in form SH-13, any person as his/her nominee to whom the securities shall vest in the event of his/ her death. Nomination would help the nominees to get the shares transmitted in their favor without hassles. Members desirous of making any cancellation/variation in the said nomination can do so in SH-14.
11. Members holding shares in identical order of names in more than one folio are requested to write to the company's Registrars & Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio. As per the amended Provisions based on the PAN, all different folios of the same PAN will be treated as one folio.
12. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the web site of the Company www.brightcomgroup.com for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017.

As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed

by the respective shareholders. Company had transferred unpaid/unclaimed dividend till the financial year 2012-13 along with underlying shares to IEPF authorities. Company will initiate the necessary steps on due dates to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agents of Company.
14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, 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 noninstitutional 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

15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL).

The e-voting period commences on Sunday, April 27, 2025 at 9.00 a.m. and ends on Tuesday, April 29, 2025 at 5.00 p.m. During this period

shareholders of the Company, holding shares as on cut-off date Wednesday, April 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company. A member who has cast his/ her vote by electronic means are entitle to attend the EGM but not entitled to vote again at the EGM.

CS Saurabh Poddar, Company Secretary in Practice (C.P. No. 10787), has been appointed as the scrutinizer to scrutinize the remote e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and he will submit his report within the period not exceeding three working days from the conclusion of e-voting. The Chairman will declare the results on or after the EGM of the Company accordingly and will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed.

16. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) forms part of this Notice.
17. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send a certified true copy (PDF Format) of the Board resolution/authority letter, authorizing their representative to attend and vote. The said resolution/authorisation shall be sent by an e-mail to Scrutinizer at alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in and the Company at ir@brightcomgroup.com.
18. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - a) The voting period begins on Sunday, April 27, 2025 at 9.00 a.m. and ends on Tuesday, April 29, 2025 at 5.00 p.m. 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 Wednesday, April 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - c) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p> | <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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</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.nsd.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 or joining virtual meeting</p> |

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| | & voting during the meeting. |
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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 toll free no. 1800 22 55 33 |
| 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 |

- 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 |

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|---|--|
| | sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <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. |

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Brightcom Group Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.

- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM / EGM THROUGH VC/OAVM ARE AS UNDER:

- a) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
 - d) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 - e) Further shareolders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM / EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
 - h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
 - i) Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 - j) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.brightcomgroup.com and on the website of CDSL i.e., www.cdslindia.com within two days of the passing of the Notice Resolutions at the EGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 Aadhar Card) by email to Company/RTA email id.
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 & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM / EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 02223058542/43. 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.

Members who could not vote thru Remote e-voting may avail the e-voting system on the date of EGM i.e., Wednesday, April 30, 2025 which will commence from 11:30 A.M. and will end after the conclusion of the EGM. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Wednesday, April 23, 2025 i.e., cut-off date

CONTACT DETAILS:

| | |
|--------------------------------------|--|
| Company | Brightcom Group Limited Phone: +91 (40) 67449910, E-mail: ir@brightcomgroup.com , Floor-5, Fairfield by Marriott, Road No.2, Nanakramguda, Gachibowli, Hyderabad, Telangana, India - 500032 |
| Registrar and Transfer Agent: | Aarathi Consultants Private Limited Phone: 040-27638111/ 27642217 / 27634445 Email: info@aarthiconsultants.co |
| e-Voting Agency | Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com Phone: +91-22-22723333/8588 |
| Scrutinizer | Saurabh Poddar, Practicing Company |

| | | |
|--|---|-------------|
| | Secretary, saurabhpoddar1977@gmail.com Phone: +91-9581186260 | E-mail: |
|--|---|-------------|

GENERAL INFORMATION:

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evotingindia.com to reset the password.

The Company has appointed Mr.Saurabh Poddar Practicing Company Secretary (Membership No. FCS 9190), to act as the Scrutinizer for conducting the remote e-Voting and e-Voting during the AGM / EGM in a fair and transparent manner.

The Scrutinizer shall, immediately upon conclusion of the voting at the AGM / EGM, unblock the votes cast through e-Voting (votes cast during the AGM / EGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer’s Report to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the results thereof.

The results declared along with the Scrutinizer’s report, will be posted on the website of the Company at www.brightcomgroup.com and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The Company shall simultaneously communicate the results to the Stock Exchanges not later than two working days as required under Regulation 44(3) of the SEBI Listing Regulations.

Members are requested to address all correspondence, to the RTA, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 (Phone: 040-27638111/27642217/27634445 Email: info@aarthiconsultants.com).

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting, consolidation of securities certificate, transmission, and transposition. Members are accordingly advised to get their shares held in physical form dematerialized through their Depository Participant.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

Relevant documents referred to in the accompanying Notice calling the AGM / EGM will be made available for electronic inspection by the Members upon sending the email to the Company at ir@brightcomgroup.com upto the date of the AGM / EGM. The said documents will be available for electronic inspection for the Members without payment of any fee.

**Notice to the Extraordinary General Meeting of
Brightcom Group Limited**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection in electronic mode, based on the request being sent on ir@brightcomgroup.com.

OTHERS

The Company has designated an exclusive e-mail id viz. ir@brightcomgroup.com to enable Investors to register their complaints, if any.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 Aadhar Card) by email to the RTA at [info@ aarthiconsultants.com](mailto:info@aarthiconsultants.com).
2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at info@ aarthiconsultants.com with a copy marked to the Company at ir@brightcpmgroup.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) above i.e., Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

For ease of participation of the Members, below are the key details regarding the meeting-

| # | Particulars | Details |
|----|------------------------------------|----------------|
| 1. | Cut-off Date for e-voting | April 23,2025 |
| 2. | Remote e-Voting starts on | April 27, 2025 |
| 3. | Remote e-Voting ends on | April 29, 2025 |
| 4. | Last date for speaker registration | April 20, 2025 |

**By order of the Board
For Brightcom Group Limited**

**Sd/-
Raghunath Allamsetty**
Executive Director
DIN # 00060018

Date: 08-04-2025

Place: Hyderabad

ANNEXURE TO NOTICE:

Information provided pursuant to requirements given under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard in respect of individuals proposed to be appointed/ re-appointed as Director(s):

| | |
|--|--|
| Name of Director | Mr. M Suresh Kumar Reddy |
| Director Identification Number | 00140515 |
| Date of Birth | 25.10.1966 |
| Date of first Appointment | 26-06-2012 |
| Qualification | |
| Terms & Conditions of Appointment along with Remuneration sought to be paid | Appointed for a period of 5 years with effect from April 30, 2025 and liable to retire by rotation. Remuneration to be paid as per company policy. |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | There is no inter-se relationship between Mr. M Suresh Kumar Reddy and other Directors & KMPs. |
| *Directorships held in other Companies and Bodies Corporate as on March 31, 2024. | LIL Projects Private Limited YReach Media Private Limited Aaradhana Commosales LLP Kalpana Commosales LLP Sarita Commosales LLP Shalini Sales LLP |
| Chairman / Member of the Committee of the Board of Directors of the Company | None |
| No. of Board Meetings attended during the year | NIL |
| Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2024 | None |
| No. of Equity Shares of Rs.2/- held in the Company as on 31.12.2024 | 1,42,72,723 |

EXPLANATORY STATEMENT

As required by Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 4 to 6 of the accompanying Notice dated April 10, 2024.

Item #1: Capital Reduction of 6,00,000 equity shares of INR 2/- each of the Company:

The reduction of share capital is proposed in order to reconcile the discrepancy between the issued, subscribed and paid-up capital and the listed capital of the Company. Over time, due to various corporate actions and compliance factors, certain equity shares have remained unlisted and effectively non-tradable, although they continue to reflect on the Company's capital structure. This creates inconsistency in disclosures, confusion among investors, and affects transparency.

The proposed resolution aims to reconcile differences between the issued and listed capital of the Company. To achieve this, the Company is required to pay INR 46.20 lakhs, representing 6,00,000 equity shares issued at INR 7.70 per share, along with simple interest at the rate of 15% per annum.

Item #2: To ratify appointment Mr. Shrikant Gehlot (DIN # 10909404) as an Independent Director of the Company for a period of five consecutive years.

Mr. Shrikant Gehlot was appointed by the Board as an Additional Director on January 16, 2025. The Company now seeks shareholder ratification of this appointment in compliance with applicable provisions.

Brief Profile of Mr. Shrikant Gehlot:

Mr. Shrikant Gehlot is a seasoned professional known for his expertise in sales, business development, and strategic planning, particularly within the education and EdTech sectors. With a strong customer-centric approach, he has led high-performing teams, driven growth through innovative sales strategies, and built lasting client relationships. His academic background in Science and Management supports his analytical and creative problem-solving skills. Recognized for his visionary leadership and collaborative style, Mr. Gehlot continues to set industry benchmarks and drive impactful results.

Items #3 and 4: To appoint Mr. Suresh Kumar Reddy (DIN # 00140515) as an Independent Director of the Company for a period of five consecutive years and to appoint Mr. S L Narayana Raju as Chief Financial Officer (CFO)

These resolutions have been proposed pursuant to a formal shareholder requisition received from a group holding more than 10% of the Company's voting rights.

Disclosure Regarding Conditional Consents:

Mr. M. Suresh Kumar Reddy has submitted his consent to accept the position of Whole-Time Director and CEO of the Company, subject to shareholder approval and completion of applicable legal formalities. He is currently pursuing legal remedies to address a SEBI-imposed restriction that affects his eligibility to assume this position.

Mr. S.L. Narayana Raju has submitted his consent to be appointed as Chief Financial Officer (CFO) of the Company, subject to shareholder approval and completion of applicable legal formalities. He is currently seeking relief from a SEBI-imposed restriction that affects his eligibility to assume this position.

Accordingly, both appointments shall be contingent on obtaining necessary regulatory relief.

Brief Profile of Mr. M Suresh Kumar Reddy

Mr. Suresh Kumar Reddy is the co-founder of Brightcom Group, a global digital marketing and ad-tech company with operations in 24 countries. With over two decades of experience, he has led the company through significant growth, raising \$100 million in funding and completing ten major acquisitions. He has built a strong international client base including Coca-Cola, Hyundai, Unilever, and leading advertising agencies. His career began in engineering roles at AM General, Caterpillar, and Chrysler before transitioning to tech and co-founding

USAGreetings.com, which evolved into Ybrant Technologies and eventually Brightcom.

Under his leadership, Brightcom expanded through strategic acquisitions such as Lycos Inc. and Oridian, completed a reverse merger to become a listed company, and launched successful ventures like the LYCOS Life IoT division and the Brightcom programmatic advertising platform. More recently, the company has ventured into AI and machine learning. Suresh holds a B.Tech from IIT Kharagpur and an M.S. from Iowa State University. He has also been active in the entrepreneurial ecosystem through TiE Hyderabad and has supported various philanthropic initiatives.

Brief Profile of Mr. S L Narayana Raju

Narayana Raju brings about 32 years of experience in finance, accountancy, consulting, and business advisory across diverse industries. He has strong expertise in corporate structuring, due diligence, and building finance systems, with a proven ability to work effectively with boards, auditors, bankers, and regulatory bodies. Prior to joining Brightcom Group, he served as Vice President of Finance at Cambridge Technology Enterprises Ltd., overseeing financial operations in Malaysia and helping launch new revenue streams in partnership with some prominent IT/ITES firms. He also spent a decade at Deloitte Consulting India as a Senior Business Advisor, focusing on process efficiency and value creation. Throughout his career, Raju has led initiatives in financial reporting, treasury management, project financing, and the merger of group companies.

**By order of the Board
For Brightcom Group Limited
Sd/-
Raghunath Allamsetty
Executive Director
DIN # 00060018**

Date: 08-04-2025

Place: Hyderabad