



Date: March 28, 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: Outcome of the Board Meeting held on March 28, 2025

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of Brightcom Group Limited, at its meeting held on 28th March 2025, has considered and approved the following matters:

1. Approval to Convene an Extraordinary General Meeting (EGM)

The Board has approved convening an Extraordinary General Meeting (EGM) of shareholders on 30th April 2025 to seek approval on the following resolutions:

a) Reduction of Share Capital (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."

b) Ratification of Appointment of Mr. Shrikant Gehlot as Director (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI Listing Regulations, the appointment of Mr. Shrikant Gehlot (DIN: 10909404) as a Director of the Company, who was appointed as an Additional Director and who holds office up to the date of this EGM, be and is hereby ratified and approved as a Director liable to retire by rotation."





2. Consideration of Shareholder Requisition under Section 100 of the Companies Act, 2013

The Board has received a formal requisition from a group of shareholders holding more than 10% of the voting rights of the Company, requesting the inclusion of the following additional items in the EGM agenda:

a) Appointment of Mr. M. Suresh Kumar Reddy as Whole-Time Director and CEO (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such 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 of Directors."

b) Appointment of Mr. Narayana Raju as Chief Financial Officer (CFO) (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. 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."

The Board has approved the inclusion of these shareholder-requisitioned resolutions in the EGM notice, subject to the receipt of written consent from Mr Reddy and Mr Raju.

3. Action Authorized

The Board has authorized the Company to:

- a. Issue formal letters to Mr. Suresh Kumar Reddy and Mr. Narayana Raju, informing them of the shareholder requisition and seeking their written consent to accept the proposed roles, if appointed by shareholders.
- b. Obtain such consents on or before 4th April 2025.
- c. Finalize and dispatch the EGM Notice subsequent to the above, incorporating all four resolutions. A copy of the shareholder requisition letter is attached herewith for reference and record.





This disclosure will also be made available on the Company's website at: www.brightcomgroup.com/investors.

The board meeting started at 9.30 PM and closed at 10:30 PM.

Kindly take the above on record.

Thank you.

Yours faithfully,

For Brightcom Group Limited

Raghunath Allamsetty
Executive Director

Encl: A copy of the communication from shareholders.





I R <ir@brightcomgroup.com>

Requisition for Inclusion of Certain Resolutions in the Upcoming EGM

The Secretary Of BGSHA <secretary.bgsha@bgsha.in>

Fri, Mar 28, 2025 at 8:35 PM

To: "raghu.allamsetty@brightcomgroup.com" <raghu.allamsetty@brightcomgroup.com>, "Ir@brightcomgroup.com" <Ir@brightcomgroup.com>

Cc: "bhupinder2singh@gmail.com" <bhupinder2singh@gmail.com>, "dhanashree.rani@gmail.com" <dhanashree.rani@gmail.com>

Date: 28th March 2025

To

The Board of Directors

Brightcom Group Limited

Floor: 5, Fairfield by Marriott

Road No: 2, Nanakramguda, Gachibowli

Hyderabad – 500032, Telangana

Subject: *Requisition for Inclusion of Certain Resolutions in the Upcoming EGM*

Dear Members of the Board,

We are writing to you not just as a group of 14 shareholders holding more than 10% of Brightcom Group's voting rights but as voices representing the anger, loss, and helplessness of an entire shareholder community.

We've been patient. We've watched silently as this Company has crumbled in front of our eyes. But now, we have no choice but to act. This is a **formal requisition**, but more importantly, it is a **plea for accountability, stability, and action**.

The Collapse Started in August 2023

That was when **Mr. M. Suresh Kumar Reddy** and **Mr. Narayana Raju** — the CEO and CFO of the Company — were **forced to resign** in response to an **interim order from SEBI**. No investigation was concluded. No guilt was proven. But they stepped down, out of respect for the process.

And what happened next?

1. The Company reported a **massive 40% decline in revenue**.
2. It failed to publish results for **multiple quarters**.
3. It triggered **compliance violations**, ending in a **total trading suspension** of the Company's shares.
4. **No clarity, no strategy, no leadership**. Independent directors and executives came and went like guests at a wedding. Nobody stayed. Nobody fixed anything.

You already know this. But perhaps what you don't feel is what we — the investors — have gone through.

6.5 Lakh Shareholders. Crushed.

There are **over 6.5 lakh shareholders** in Brightcom Group. And every one of us is stuck. Our shares are frozen. We cannot exit, we cannot reposition, we cannot do anything. Our portfolios show a number, but **that number is meaningless**. No liquidity. No hope. No answers.

People have written to BSE, NSE, and SEBI. We've requested the suspension be lifted. We've asked for progress. But the responses are clear: **until the Company gets its act together, nothing will move**.

And let's be honest — the Company has not gotten its act together.

It's being run without direction, credibility, and leadership.

And What's Worse? This Can Happen Again.

This isn't just a one-time fall. It's a pattern now. A symptom of a Company that's **unprotected, unguided, and unguarded**.

What if these pillars are not brought back now?

The **CFO is the pillar of financial control**. The **CEO is the visionary**. Without a CFO, how do we know quarterly results will be filed in time? How will auditor queries be addressed properly — especially across subsidiaries, where the stakes are even higher?

This Company is like a house left open in a storm. **Anyone can walk in. Anything can go wrong**.

We are not just worried about the past. We are terrified of what might repeat itself next quarter, and the one after that.

We Need Our Leadership Back

Suresh Reddy built this Company from scratch. From 1998 to now, he grew it into a global digital business. **Narayana Raju** brought financial clarity, audit readiness, and regulatory confidence.

With them gone, the Company is flying blind. And it's the shareholders — not regulators, not lawyers, not consultants — who are paying the price.

Even the Courts See It

We were heartened when the **Telangana High Court recently expressed doubts** over the fairness and legality of the original SEBI orders. That's not just a technicality — it confirms what we've been saying all along:

These removals were **unjust, damaging, and devastating** for the Company.

Our Demands – Resolutions to be Included in the EGM

You are planning an EGM. We are hereby formally requisitioning that the following resolutions be included in the notice to shareholders:

1. Appointment of Mr. M. Suresh Kumar Reddy as Whole-Time Director and CEO

He is not just a founder. He is the face of this Company. He knows the vision, the business, the markets, and the investor mindset. His return is not optional — it is necessary.

2. Appointment of Mr. Narayana Raju as Chief Financial Officer (CFO)

We need someone who knows the books, the processes, and the regulators. Someone who can face the audit committee and answer to SEBI. We already have him. We need him back.

What We Expect the Board to Do Immediately

1. **Include both these resolutions** in the upcoming EGM notice
2. **Please send formal letters to Mr. Reddy and Mr. Raju**, requesting their consent to return

Attached is **Annexure A** with the names, folio numbers, and holdings of all 14 shareholders making this requisition.

This is not just a letter from 14 shareholders.

This is the voice of a larger movement.

BGSHA – Brightcom Group Shareholders Association, a registered body of over 3,000 minority shareholders. We have a formal executive committee in place, and we are aligned in our belief that unless this leadership is restored, there is no path forward for Brightcom.

We hope the Board listens.

And we hope the Company acts — before it's too late.

Sincerely,

K. Radhakrishnan
Secretary, BGSHA

For and on behalf of the Requisitioning Shareholders and BGSHA,

Attachments:

Screenshots of members consent

List of members who consented to the proposal and their holding qty.

2 attachments



BCG_Shareholder_Annexure_Template.xlsx

12K



List of investors who have sent their consent to BGSHA proposed resolution.docx

8686K