



June 09, 2021

**BSE Limited**

P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400001.  
Scrip Code: **532368**

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051.  
Symbol: **BCG**

Dear Madam/Sir,

**Sub: Outcome of the Board Meeting - Approval of Postal Ballot Notice**

With reference to the notice issued on May 31, 2021 we would like to inform you that the Board of Directors of the Company at their meeting held on June 09, 2021 have approved the following:

1. Employee Stock Option Scheme namely, "Brightcom Group Employees Stock Option Scheme - 2021" and implementation of the same through the "Brightcom Group Employee Welfare and ESOP Benefit Trust" (The Trust).

To provide an interest-free loan by the Company to purchase BCG shares by the Trust from the secondary market.

The above points have to be further approved by the members of the Company through a postal ballot.

The Disclosures pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 for the issuance of securities under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached. (Annexure-I)

2. Approved the Postal Ballot Notice for obtaining Shareholders' approval for the proposed ESOP 2021 and ESOP Trust.
3. Appointment of Mr. A. Sridhar, Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot process.
4. Schedule of events for Postal Ballot which is as mentioned below:

Sl. No.	Activity	Date
1	e-voting start date	June 15, 2021
2	e-voting end date	July 14, 2021
3	Scrutinizers report	On or before July 16, 2021
4	Declaration of Postal Ballot voting results	On or before July 16, 2021





The Board authorised Mr. Suresh Reddy and Mr. Bradley Cohen to represent the Company's interests in the discussions and negotiations concerning any business development, joint ventures, acquisitions, mergers and financing opportunities for and on behalf of the Company.

Request you to take the same on record and oblige.

Board Meeting commenced at 5:30 PM and concluded at 07:20 PM

Thanking you,

Yours faithfully,

**For BRIGHTCOM GROUP LIMITED**

**Manohar Mollama**

**Company Secretary & Compliance Officer**

**ACS - 39254**

*Encl.: Information required for the above-mentioned matters in terms of Regulation 30 of the Listing Regulations are annexed as Annexure-I.*





**Annexure-I**

Disclosure pursuant to SEBI Circular CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 for the issuance of securities under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl. No.	Particulars	Remarks
1	Name of the Scheme	Brightcom Group Employees Stock Option Scheme – 2021 (“ESOP 2021/the Scheme”)
2	Brief details of options granted	Total number of Options to be granted under the Scheme shall not exceed 5% (Five percent) of the paid-up equity capital as on March 31, 2021.  The ESOP Plan would be implemented through the Brightcom Group Employee Welfare and ESOP Benefit Trust (“ESOP Trust”), as it is proposed that the equity shares of the Company would be acquired from the secondary market
3	Whether the scheme is in terms of SEBI (SBEB) Regulations. 2014	Yes
4	Pricing Formula	Exercise price shall not be less than the average market price at which the equity shares of the Company are acquired by the Trust
5	Brief details of significant terms	The vesting period shall be decided by the Compensation Committee from time to time but shall not be less than one year and more than four years from the grant of options
6	Provision of loan to the ESOP Trust	The Company shall make such interest free loans from time to time, to fund the ESOP Trust which shall be utilized for the sole purpose of purchase of equity shares of the Company from the secondary market through the stock exchange mechanism. Such loans to the ESOP Trust shall not exceed the limit of 2% (two percent) of the aggregate of paid-up share capital and free reserves of the Company

