



Ref: BCG/SE/2023/Apr-05

Date: April 20, 2023

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

Dear Sir/Madam,

**Sub: Compliance with SEBI Order No. WTM/ASB/CFID/CFID 4/25730/2023-24 dated April 13, 2023 in the matter of Brightcom group Limited. (Hereinafter referred to as “BGL”) & Explanatory Note for the purported share sale of Promoter Holdings in period 2014 to 2020.**

This has reference to the captioned order passed by SEBI wherein at Para 177 (c) BGL has been directed to publish on the stock exchanges platform, within seven days from the date of this order, the statement showing shareholding pattern, as required by the order above.

In compliance of the said direction please find attached herewith revised Shareholding Pattern from the quarter ending March 31, 2014 to June 30, 2022.

## **Explanatory Note, for our shareholders, for purported share sale of Promoter Holdings in 2014 to 2020 period**

We hereby give a brief explanation of the purported share sale of Promoter Holdings over 6 years, ie., 2014 to 2020.

Brightcom Promoters had pledged a part of their holdings to ICICI Bank, SBI, Canara Bank, Axis Bank and a few NBFCs back in 2013-2014, in order to collateralize the business debt.

These financial institutions invoked the pledge and sold shares in the market, in 2014-2015 at prices between Rs. 21.20 to Rs. 6.40 (these are adjusted prices for all corporate actions including bonus, therefore, comparable to today's price). The total number of shares thus sold, was around 5.4 Cr shares on an adjusted basis.



Thereafter, from 2016 to 2020, the Promoters had taken loans (for business purposes) by pledging their shares to a few other private lenders, and these share pledges were also invoked and shares were sold by these lenders, in the 4 year period.

The total number of such pledged shares sold was around 18 Cr shares (Adjusted basis). The average price of these sales by private lenders, as calculated, was approximately Rs. 2.70/share (Adjusted price).

Therefore, the vast majority of the promoter shares sold between 2014-2020, were neither direct nor discretionary sales by the Promoters themselves, but, in documented fact, these shares were sold by lenders to whom these shares had been pledged.

As is also clear from the above data, there was no enrichment by the promoters, and the shares sold by lenders over the 6 year period, were at rock bottom prices.

Accordingly, the company and promoters shall present the above factual data, in greater and more granular detail, to SEBI, in its upcoming submissions and hearing, and in the subsequent adjudication process.

The company shall most humbly submit to The Regulator that there was no intention and mens rea by the Promoters to unjustly enrich themselves & that the bulk of promoter Holding shares sold in the 6 year period, were pledged shares being sold by lenders, and that too, at rock bottom prices.

Thanking You,  
Yours sincerely,

**For Brightcom Group Limited**

**Rajesh Vankadara**  
Company Secretary