

Date: June 04, 2025

To,
The Manager,
BSE India Ltd.
Phiroze Jeejeebhoy Towers,
Dalal St, Kala Ghoda, Fort,
Mumbai, Maharashtra 400001.

REF: Company Code BSE Code: 543831 (Bright Outdoor Media Limited)

Subject: Intimation regarding Notice of Extra-ordinary General Meeting ("EGM")

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, please find enclosed herewith a copy of the Notice convening the Extra-Ordinary General Meeting (EOGM) of the Company scheduled to be held on Monday, 30th June, 2025 at Registered office of the Company situated at 801, 8th Floor, Crescent Tower, Near Morya House, Opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053 at 1:00 P.M.

The aforesaid EGM Notice is also available on website of the Company at www.brightoutdoor.com and website of stock Exchange i.e. BSE Limited at www.bseindia.com

The remote e-voting shall commence on Friday, 27th June, 2025 at 09:00 a.m. (IST) and shall end on Sunday, 29th June, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Monday 23rd June, 2025 may cast their vote electronically.

Kindly take the above information on your records.

Yours faithfully,

FOR BRIGHT OUTDOOR MEDIA LIMITED

YOGESH JIWANLAL LAKHANI
MANAGING DIRECTOR
DIN – 00845616

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West,
Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BRIGHT OUTDOOR MEDIA LIMITED WILL BE HELD ON MONDAY, JUNE 30, 2025 AT 01:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 801, 8TH FLOOR, CRESCENT TOWER, NEAR MORYA HOUSE, OPP. OFF LINK ROAD, VEERA DESAI INDUSTRIAL ESTATE, ANDHERI WEST, MUMBAI, MAHARASHTRA 400053 IN TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:**1. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

To consider and, if though fit to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the Authorized share capital of the Company be and is hereby increased from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creation of additional Rs.7,00,00,000 (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- each ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the company be and is hereby altered by substituting the existing clause V thereof by the following clause V:

"The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty-Two Crores), divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupee One Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. ISSUE OF BONUS EQUITY SHARES OF COMPANY:

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

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | **CIN - L74300MH2005PLC156444**

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of 72,74,390 equity shares of Rs.10/- (Rupees Ten Only) each as bonus shares, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (One) new equity share for every 2 (Two) existing equity shares held by the Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT if as a result of implementation of this resolution, any member becomes entitled to a fraction of new equity shares to be allotted as bonus shares, the Company shall not issue any certificate or coupon in respect of such fractional shares and the fractional shares will be ignored.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository participants.

RESOLVED FURTHER THAT the issue and allotment of the Bonus shares to Non- resident Members, Foreign Institutional investors (FIIs) & other foreign investors, be subject to the approval of the RBI, as may be necessary.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Thanking You,

FOR BRIGHT OUTDOOR MEDIA LIMITED

Sd/-

MR. YOGESH JIWANLAL LAKHANI
MANAGING DIRECTOR
DIN: 00845616

Place- MUMBAI
Date- 29TH MAY, 2025



Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | **CIN - L74300MH2005PLC156444**

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
5. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at 801, 8th Floor, Crescent Tower, Near Morya House, Fame Infinity Mall, Off New Link Road, Andheri (West), Mumbai 400 053 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, next to Ahura Centre, Andheri East, Mumbai, Maharashtra 400093, for:

- (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) Any other queries with respect to shares held by them.
6. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
7. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
8. The Board of Director appointed M/s. Nikunj Kanabar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company.
9. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically.
10. The remote e-voting shall commence on Friday, 27th June, 2025 at 09:00 a.m. (IST) and shall end on Sunday, 29th June, 2025 at 05:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Monday 23rd June, 2025 may cast their vote electronically.
11. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.brightoutdoor.com and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

13. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 27th June, 2025 at 09:00 AM and ends on 29th June, 2025 at 05:00 PM. 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 23rd June, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 non-institutional 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.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

- iv. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | Email: info@brightoutdoor.com | Website: www.brightoutdoor.com

	you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

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.

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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | **CIN - L74300MH2005PLC156444**

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “REGISTER” under “CUSTODIAN LOGIN”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “User id and password will be sent via email on your registered email id”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘CUSTODIAN LOGIN’ tab and further Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘RESET’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
 - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
 - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Thanking You,

FOR BRIGHT OUTDOOR MEDIA LIMITED

Sd/-

MR. YOGESH JIWANLAL LAKHANI
 MANAGING DIRECTOR
 DIN: 00845616

Place- MUMBAI
 Date- 29TH MAY, 2025

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | Email: info@brightoutdoor.com | Website: www.brightoutdoor.com

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As per Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned of the accompanying Notice:

Item No. 1:

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. Further the Company also want to capitalise the profit of Company. Hence while the Company considers various options for fund raising and capitalisation of profit, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and rules made there under.

It is therefore deemed appropriate to increase the existing authorized share capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs. 10/- each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creation of additional Rs.7,00,00,000 (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The aforesaid increase in Authorised Share Capital and subsequent alteration of clause V of Memorandum of Association will require approval of the Members through Ordinary Resolution.

The proposed resolution is in the interest of the Company and your Directors recommend the resolution set out in the Notice as Item No. 1 for your approval.

None of the Directors and Key Managerial Personnel of the Company or their relatives are directly or indirectly concerned or interested in the Resolutions.

Item No. 2:

As you all are aware that the Company's shares have been listed on BSE SME platform since March 24, 2023. Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2025 total Free Reserves the Company is Rs. 64,66,75,267/-. With a view to capitalize the Security Premium Account and Free Reserve and to rationalize the capital structure, Board of Directors in its meeting held on Thursday, May 29, 2025 have proposed to issue bonus shares at the ratio

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

of 1:2 [i.e. 1 (One) new fully paid up equity shares for every 2 (Two) equity shares held]. This bonus allotment will also rationalize the paid-up capital of the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing an Ordinary Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing an Ordinary Resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

Thanking You,

FOR BRIGHT OUTDOOR MEDIA LIMITED

Sd/-

MR. YOGESH JIWANLAL LAKHANI
MANAGING DIRECTOR
DIN: 00845616



PLACE- MUMBAI
DATE- 29TH MAY, 2025

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | **CIN - L74300MH2005PLC156444**

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74300MH2005PLC156444
 Name of the Company: BRIGHT OUTDOOR MEDIA LIMITED
 Registered Office: 801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053
 E-mail Id: cs@brightoutdoor.com
 Folio No./Client Id:
 DP. Id:

I/We, being the Member(s) of shares of the above-named Company, hereby appoint

1. Name:
 Address:
 E-mail Id:
 Signature, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, June 30, 2025 at 801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053 at 01:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:
2. ISSUE OF BONUS EQUITY SHARES OF COMPANY:

Signed this day of 2025

Signature of shareholder

Affix Revenue
Stamp

Signature of Proxy holders(s)

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

Notes:

- 1) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- 4) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- 5) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- 6) This is optional please put a tick mark () in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.

Notes for Proxy Form

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY- EIGHT HOURS** before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. ****This is optional.** Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
18. Requisitions, if any, for inspection of Proxies should be received in writing from a Member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

Registered Office:

801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053. | CIN - L74300MH2005PLC156444

Phone: 022 6714 0000 | **Email:** info@brightoutdoor.com | **Website:** www.brightoutdoor.com

ATTENDANCESLIP

To be surrendered at the time of entry

Folio No./Client ID:.....

No. of Shares:

Name of Member/Proxy :.....

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Monday, June 30, 2025 at 801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053 at 01:00 PM.

Member's/Proxy's

Signature

Notes:

1. Please refer to the instructions printed under the Notes to the Notice of the Extra-Ordinary General Meeting.
2. Shareholders/Proxy holders are requested to bring the attendance Slip with them when they come to the meeting.
3. No attendance slip will be issued at the time of meeting.
4. Shareholders who come to attend the meeting are requested to bring their copies of the Annual Report with them, as spare copies will not be available at the meeting.

Route Map to venue of EGM of BRIGHT OUTDOOR MEDIA LIMITED

Venue: 801, 8th floor, Crescent Tower, near Morya House, opp. Off Link Road, Veera Desai Industrial Estate, Andheri West, Mumbai, Maharashtra 400053

Date: June 30, 2025

Day and Time: Monday at 01:00 PM

