

Schedule of Event for Postal Ballot Notice of Company

BENPOS Date for Sending Notice	12-06-2026
Date of Completion of Dispatch	16-06-2026
Cut Off Date	12-06-2026
Remote e-Voting Start Date	17-06-2026
Remote e-Voting Start Time	09:00 AM
Remote e-Voting End Date	16-07-2026
Remote e-Voting End Time	5:00 P.M.



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

Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"Companies Act"**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (**"SS-2"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**) and other applicable laws and regulations, it is proposed to seek the consent of the members (**"Members"**) of **BRIGHT OUTDOOR MEDIA LIMITED** (**"Company"**), for the resolutions appended below, through Remote Electronic Voting (**"E-Voting"**) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (**"Board"**) in its meeting held on June 12, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (**"MCA"**) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"General Circulars"**) (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the **BRIGHT OUTDOOR MEDIA LIMITED** (**"Company"**) through postal ballot by remote e-Voting process (**"E-Voting"**).

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged Bigshare Services Pvt Ltd for facilitating the remote e-voting system. The remote e-voting period commences on June 17, 2026 (9.00 a.m. IST) Wednesday, and ends on July 16, 2026 (5.00 p.m. IST) Thursday. The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday, June 12, 2026 (**"Cut-off Date"**).

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Notice of the Postal Ballot will also be available on the Company's website : www.brightoutdoor.com websites of the BSE Limited ("Stock Exchange") <https://www.bseindia.com/> , and on the website of Bigshare Services Pvt Ltd i.e. at <https://ivote.bigshareonline.com> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company ("Board"), at its meeting held on June 12, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on June 17, 2026 (9.00 a.m. IST) Wednesday, and ends on July 16, 2026 (5.00 p.m. IST) Thursday. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before July 21, 2026 and, the results of the voting shall be declared by the Chairman of the Company on or before July 21, 2026, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e., www.brightoutdoor.com and on the e-voting system link of Bigshare Services Pvt Ltd i.e., at <https://ivote.bigshareonline.com> . The same shall simultaneously be communicated to the BSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

ITEM NO. 1 MIGRATION OF THE LISTING AND TRADING OF THE EQUITY SHARES OF THE COMPANY FROM THE SME PLATFORM OF BSE LIMITED TO THE MAIN BOARD OF BSE LIMITED AND LISTING OF THE EQUITY SHARES ON THE MAIN BOARD OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED:

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

"RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and in compliance of Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Securities and Exchange Board of India and Stock Exchange from time to time (including any statutory modifications or reenactment thereof for the time being in force) and subject to approval of the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), consent of the members of the Company be and is hereby accorded to Board of Director to apply for migration of the listing and trading of the equity shares of the Company from the SME Platform of BSE Limited to the Main Board of BSE Limited and listing of the equity shares on the Main Board of the National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any authorities or any other concerned intermediaries including but not limited to the BSE Limited, the National Stock Exchange of India Limited, the Securities and Exchange Board of India and Registrar of Companies to apply, submit, modify or rectify

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the documents on behalf of the company for the purpose of migration and to do all things, deeds and acts as may be necessary to give effect to this resolution.”

Note: As per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

ITEM NO. 2: APPOINTMENT OF MS. KAJAL A AVALANI (DIN: 11765598) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**Act**”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee and consent of Board of Directors, the approval of Members of the Company be and is hereby accorded for the appointment of Ms. Kajal A Avalani (DIN: 11765598) who was appointed as an additional director in the capacity of Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from June 12, 2026 till June 12, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Kajal A Avalani (DIN: 11765598) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

Place: Mumbai

Date: June 12, 2026

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By Order of Board,
For BRIGHT OUTDOOR MEDIA LIMITED

Sd/-

YOGESH JIWANLAL LAKHANI
Managing Director
DIN: 00845616



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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are annexed hereto.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, June 12, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at : www.brightoutdoor.com, websites of the Stock Exchange, that is, BSE Limited <https://www.bseindia.com/> and on the website of Bigshare Services Private Limited at: www.bigshareonline.com .
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (www.brightoutdoor.com) and Registrar (Bigshare Services Private Limited) of the Company (www.bigshareonline.com) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400 093, Maharashtra, India.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of Bigshare Services Pvt Ltd as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on Wednesday, June 17, 2026 and ends at 5:00 p.m. (IST) on Thursday, July 16, 2026. Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by Bigshare Services Pvt Ltd for voting thereafter.
9. The vote in this Postal Ballot cannot be exercised through proxy.

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10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at ivote@bigshareonline.com or Issuer / RTA. However, if you are already registered with Bigshare Services Pvt Ltd for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on ivote@bigshareonline.com or call on toll free no.: 1800 22 54 22. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under "Access to Bigshare E-voting system".
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: cs@brightoutdoor.com

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on Wednesday, June 17, 2026 (9.00 a.m. IST), and ends on Thursday, July 16, 2026 (5.00 p.m. IST). 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 Friday, June 12, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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.

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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	- 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. - 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. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - 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 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	- 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. - 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

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Type of shareholders	Login Method
	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.
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.

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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.
- 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).

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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 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**”.

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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.

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: 022-62638338

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 required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

Item No. 1:

The Company's shares have been listed on a SME Platform of BSE since March 24, 2023, till date.

Our Company is listed on SME platform of BSE for more than Three years. As stated in SEBI (ICDR) Regulation, 2018 it is an option to migrate from BSE SME to BSE Limited and listing of the equity shares on the Main Board of the National Stock Exchange of India Limited. Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on Friday, June 12, 2026, has accordingly decided to migrate from BSE SME to BSE Main Board. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a Special resolution. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

Item No. 2:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on June 12, 2026, recommended the appointment of Ms. Kajal A Avalani (DIN: 11765598) as an additional director in the capacity of Non-executive Independent Director, and subsequently, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from June 12, 2026.

Ms. Kajal A Avalani has more than ten years of experience in the Accounting and Finance. In view of the Board, her induction to the Board not only will strengthen the Corporate Governance but also be of immense benefits to the Company.

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Ms. Kajal A Avalani has given her consent to act as a Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Director. Ms. Kajal A Avalani has also given a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Ms. Kajal A Avalani is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Ms. Kajal A Avalani has registered herself in the databank of independent directors.

Further, the Board of Directors of the Company is of the opinion that Ms. Kajal A Avalani is possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and she is independent of the management of the Company.

Ms. Kajal A Avalani will be entitled to a remuneration by way of sitting fees as approved by the Board of Directors from time to time.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

The brief profile of Ms. Kajal A Avalani is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in Annexure – I to the Notice.

Except Ms. Kajal A Avalani, None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Place: Mumbai

Date: June 12, 2026

**By Order of Board,
For BRIGHT OUTDOOR MEDIA LIMITED**

Sd/-
YOGESH JIWANLAL LAKHANI
Managing Director
DIN: 00845616

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Annexure – I

The details of the directors pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, are provided in the table below:

Sr. No.	Particulars	Details
1	Name	Ms. Kajal Ashish Avalani
2	Father’s Name	Mr. Chandrakant Maganlal Virani
3	Date of Birth	03-11-1978
4	Age	47 Years
5	Date of First Appointment	12-06-2026
6	Brief resume and expertise in specific functional areas	Mr. Kajal A Avalani (DIN: 11765598), aged 47 years, holds a Bachelor’s Degree. She has more than ten years of experience in the Accounting and Finance.
7	Qualification	Bachelor of commerce
8	Terms and Conditions of appointment	As detailed in the respective resolution and Explanatory statement.
9	Directorship held in other Companies including Listed Companies	Not Applicable
10	Chairman/Member of the Committee of the Board of Directors of the Company	Not Applicable
11	Chairman/Member of the Committee of the Board of Directors of Other Companies (Including Listed Companies) in which he/she is a director	Not Applicable
12	Listed entities from which the person has resigned in the past three years	Not Applicable
13	Number of shares held in the Company including shareholding as a beneficial owner	Not Applicable
14	No. of Board Meetings attended during the Financial Year 2025-26	Not Applicable
15	Relationship with other directors, manager and KMPs of the Company	Not Applicable
16	Details of remuneration sought to be paid, if any	Not Applicable
17	Remuneration Last Drawn, If Any	Not Applicable
18	Justification for choosing the appointee for appointment	In the opinion of the Board, Ms. Kajal Ashish Avalani possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.

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