brightcom group

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Date: 6th September 2025

To
The Manager – Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 532368

To
The Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Symbol: BCG

Dear Sir,

Sub: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015- Submission of Annual Report for the FY 2024-25

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the soft copy of the Annual Report of the Company for the financial year 2024-25 along with Notice of the 26th Annual General Meeting of the Company scheduled on Sunday, September 28, 2025 at 11.00 a.m. (IST) to be held through Video Conferencing ("VC").

The aforesaid documents are available on the Company website www.brightcomgroup.com and are being sent to all members of the Company whose email IDs are registered with the Company / Depositories.

Request you to take the above mentioned information on record.

Yours faithfully,

For Brightcom Group Limited

P Leo Ganesh
Director
DIN: 08983194

brightcom group

Annual Report

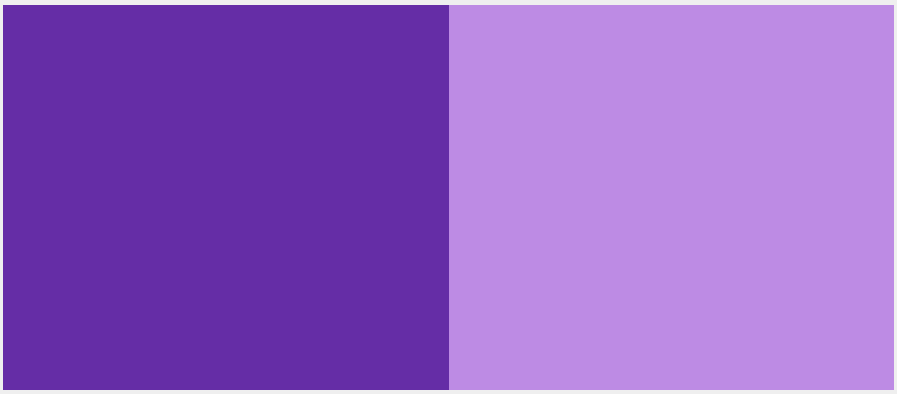
FY 2024-25



DISCLAIMER

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate','expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



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CORPORATE INFORMATION

Company Name

Brightcom Group Limited

Registered Office

6-3-1086/VGT/101/B,
Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda,
Hyderabad, Telangana,
India - 500082. Phone: + 91 40 6744 9910
CIN: L64203TG1999PLC030996
Email: ir@brightcomgroup.com
www.brightcomgroup.com

Board of Directors

Mr. M Suresh Kumar Reddy
Mr. Raghunath Allamsetty
Mr. Paladugu Venkata Subba Rao
Ms. Deepika Daliya
Mr. P LEO Ganesan
Mr. Ali Akber Bakir Bhoy Mamuwala
Mr. Shrikant Gehlot

Company Secretary

Ms. Shweta Singh

Statutory Auditors

M/s P R Chandra & Co.,
Chartered Accountants
Hyderabad, Telangana

Registrar & Share Transfer Agent

Aarthi Consultants Private Limited,
1-2-285, Domalguda,
Hyderabad-500 029, Telangana, India
Phone: +91(40)2763 8111,
+91 (40) 2763 4445,
+91 (40) 2764 2217
Email: info@aarthiconsultants.com
Fax:+91 (40) 2763 2184



MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

With great pride and joy, I present the Annual Report of Brightcom Group. FY25 was a year of renewal and recovery. Revenues climbed back to ₹5,146 crores, a 10.4% YoY growth. Net Profit rose to ₹710 crores, with EPS at ₹3.52.



To truly understand FY25, we must place it within our three-year arc:

- FY23 was our strongest year: ₹7,065 crores in revenue, ₹1,081 crores in Net Profit, and an EPS of ₹5.36. Those results reflected the scale, profitability, and global relevance of our model.

- FY24 tested us. Revenues fell nearly 37% to ₹4,661 crores, and Net Profit dropped to ₹688 crores with EPS at ₹3.38. Marked by external headwinds, geopolitical instability, and internal transitions, it was a tough year. Yet, we remained profitable — proof of inherent resilience.

- FY25 turned the tide. The recovery in both revenue and profitability demonstrates not only resilience but also the enduring strength of Brightcom's fundamentals and our capacity to adapt and grow stronger through challenges.

These numbers are more than statistics. They tell a story: Brightcom does not falter under pressure. We adapt, regroup, and return stronger. FY25 is proof of resilience — and a signal of renewal.

Recognition & Global Credibility

- Pixalate Seller Trust Index (Mobile SSP): Brightcom's rankings improved across key geographies — now 6th in China, 10th in Spain, 14th in Ireland and Japan, 15th in France, and 17th in Switzerland. These gains reinforce our reputation as a transparent and reliable global partner.

Message From the Chairman

- Notably, OMS, our subsidiary, was ranked the #1 Scaling SSP in DataBeat's Sellers Report, adding 1,169 new publishers in a single month.

- Prime Day 2024: Our campaign execution for Amazon Prime Day was among the most successful in our history, delivering measurable results for clients at global scale.

- Industry Presence: Brightcom's leadership was visible across premier global platforms — from the Digiday Summit in Colorado to roadshows in Seattle, San Francisco, and Los Angeles.

FY25 restored Brightcom's credibility in the global marketplace.

The Road Ahead – Double Engine Growth

We recently launched the Brightcom Defence division — a bold step that extends our expertise beyond advertising into the critical domain of aerospace intelligence and national security. This marks the beginning of our double-engine growth model: one engine rooted in proven strength, the other in purposeful innovation.

Engine 1: Advertising — Our Core Strength

- Expanding leadership in programmatic advertising, Connected TV, audio, and native formats.
- Harnessing AI-powered insights for predictive targeting, fraud detection, and dynamic creative optimization.
- Strengthening partnerships with global brands and publishers while scaling into high-growth regions.

This engine continues to power our scale and global relevance, ensuring Brightcom remains a trusted partner for advertisers worldwide.

Engine 2: Defence — Our Strategic Frontier

The second engine is Brightcom Defence — where we bring our expertise in AI and data to the service of aerospace intelligence and national security. Our work spans:

- AI-powered UAV flight systems
- Coordinated drone swarms
- Mission simulation engines
- Aerial cybersecurity platforms

Message From the Chairman

One transformative area is Swarm AI. In nature, ants build colonies, bees navigate vast distances, and birds migrate across continents — not through central command, but through collective intelligence. Swarm AI translates this principle into technology. In Defence, it enables overwhelming enemy systems, continuous surveillance, and coordinated missions with unmatched precision. Brightcom intends to stand at the forefront of this frontier, aligning advanced technology with national purpose.

We are privileged to be guided in this journey by some of the most reputed advisors. Their presence ensures that Brightcom Defence is aligned with both global standards and India's national priorities.

Emerging Horizons – Strengthening Our Engines

While Advertising and Defence remain our two engines, we must keep our eyes open to new horizons. These are not distractions, but enablers that will strengthen our core engines:

- Quantum Computing: Unlocking breakthroughs in cryptography, simulation, and optimization — with applications for both advanced advertising algorithms and next-generation defence systems.
- Robotics-as-a-Service (RaaS): Scalable, on-demand robotics that will transform industries from logistics to healthcare, building naturally on our AI expertise.
- AI in Longevity & Healthcare: Data-driven technologies that extend lifespans and transform healthcare - proof that AI is not just reshaping industries, but human lives.

Brightcom is watching these horizons closely - and will engage where they amplify and reinforce our double-engine growth model.

The Brightcom Promise

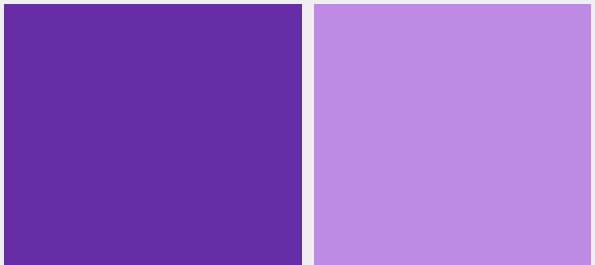
The years ahead will be defined by acceleration, transformation, and global leadership. Our path is clear:

- Advertising will remain our core growth engine.
- Defence will be our bold new frontier, aligning global technology with national purpose.
- Emerging technologies will act as accelerators, keeping us on the cutting edge.

With your trust and our steadfast effort, Brightcom will script its strongest chapter ever.

Thank you.

M. Suresh Kumar Reddy
Chairman and Managing Director & CEO



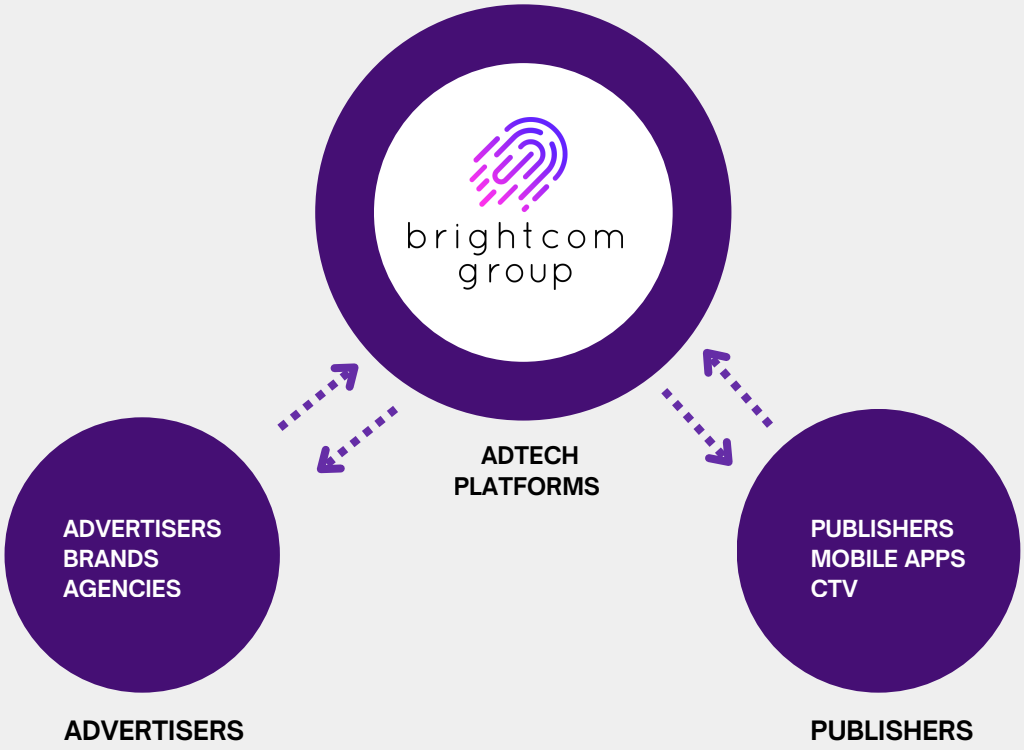
SERVICES OFFERED

ADTECH PLATFORMS

A unique variety of AdTech platforms and proprietary programmatic solutions. Making it easier for our partners to maximize their inventory and deliver valuable results and insights. Whether it is a publisher, advertiser, or anyone in between, our solutions are crafted to meet their revenue goals.

SUBSIDIARY	BRANDS	PRODUCTS
Online Media Solutions	Oridian	Onetag,Pangea, COMPASS
Dream Ad	Dream Ad	Onetag, Pangea , Brightcom Programmatic
International Expressions, Inc.	Volo MP	VoloMP
Frontier Data Management	Medios One	Onetag. Pangea, COREG, ProxyTool
Max Interactive Pty Ltd.	Max interactive	Onetag, Pangea
Ybrant Brazil		Onetag, Pangea

THE GLOBAL ADTECH COMPANY



Services Offered

SOFTWARE SERVICES

Our software services include developing customised technology platforms for our clients to solve their needs, pertaining to the digital media and other related offerings. We integrate open source and commercially available software to ensure optimum cost-effectiveness.

STANDARD SOLUTIONS

- **Social Media Marketing:** Platform-specific polished campaigns.
- **SEO/SEM:** Driving leads through strategic keyword optimization.
- **Email Marketing:** Engaging campaigns for customer retention.
- **Graphic Design & Mobile Ads:** High-quality visuals for maximum impact.

AI + ML SERVICES

- **Computer Vision:** Object detection, facial recognition, and trend monitoring.
- **Natural Language Processing:** Text/speech analysis for sentiment and insights.
- **Predictive Analysis:** Forecasting trends and improving decision-making.
- **Synthetic Data:** Simulated datasets for faster innovation and reduced costs.
- **Industries Served:** Retail, healthcare, robotics, and security.

DATA ANNOTATION

- **Image & Video Annotation:** Bounding boxes, semantic segmentation, and polygonal annotation.
- **Text & Audio Annotation:** High-accuracy transcription and labeling.
- **Cuboid & Poly Mask Annotation:** Precision 3D perception and spatial data.

Industries Served: Automotive, Retail, Security, and Agriculture.

TIMELINE & ACQUISITIONS

Founded in 1998, built global presence in digital communication and advertising

- Transitioned from back-end tech provider to a full-stack digital marketing firm
- Executed 10+ acquisitions across Display, Email, Search & Social
- Focused on gaining global presence and full-service capabilities
- Scaled from <$10M backend in 2006 to $100M digital marketing group by 2010
- Funded through staggered private equity raises across Series A–D
- PE Players: Sansar Capital, Passport Capital, Oak Investments, ICICI, Asia Pacific Capital
- From there, expanded product stack with SSP, DSP, DMP, programmatic RTB, fraud detection, mobile & video platforms.
- Today, offices in 24 countries, operations integrated across US, LATAM, Israel, EU, APAC with deep global partnerships with agencies, advertisers and publishers.
- Announced the launch of ‘Brightcom Defence’ division to foray into the Defence AI Sector.

Innovation-driven growth and expansion





Over 250 Ad Agency relationships



Global Presence

- Global presence across 24 countries
- Strong business footprint in US, Europe, UK, Israel, S. America and Ausralia
- Headquartered in Hyderabad, India
- Employee strength of over 450, globally.



ACCOLADES RECIEVED

2016
- Ranked #4 in Video Seller Trust Index.
- Chosen as Top Alternative Ad Network in MonetizeMore's 2016 roundup.
- LYCOS Life band features in '10 best fitness bands in India.

2017
- Listed as #1 in the world by Pixelate's Video Trust Index (International).
- Ranked #345 in Business World Real 500 List.

2019
- Featured among Fortune India 500.

2021
- Recognized as the "Biggest Value Gainer" across India by Burgundy Private Hurun India 500 List.
- Included in MSCI (Morgan Stanley Capital International) Included in S&P BSE 500.
- Ranked # 235 in NSE 500.

2025
- Strong performance in Pixalate's Seller Trust Index
- (Mobile SSP category) — ranked in China, Spain, Japan, France, Ireland, Switzerland

Strategic Roadmap

- AdTech Growth: EMEA Markets & Privacy-first Advertising stack
- Defence AI: Collaborate with Defence PSUs & Global OEMs
- Financial Discipline: Sustain double-digit top-line growth with margin improvements
- Governance: Stakeholder engagement via transparentreporting & disclosures



DIVISIONS OF BUSINESS

Going forward to bring more clarity, the Business will operate through Four Divisions

- Digital Advertising
- Software Services
- Brightcom Defence
- Next - Gen Tech

Clear revenue & people tracking









Dedicated leadership



Greater transparency for investors

Futuristic Technologies



Digital Advertising

KEY DRIVERS OF GROWTH

- AI/ML-driven targeting and real-time personalization
- Rise of CTV (Connected TV), video advertising and commerce-led ad platforms
- Cookieless, privacy-first advertising framework gaining traction
- Advertisers shifting budgets from traditional to data-driven digital campaigns.
- Brightcom is well-positioned with:
  - Global reach
  - End-to-end programmatic stack
  - Deep publisher and agency ecosystem

BUSINESS STRENGTHS

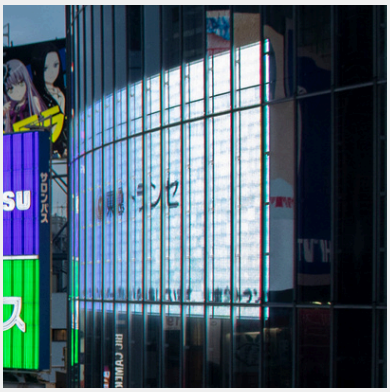
- Full AdTech stack: SSP + DSP + DMP + RTB
- AI-driven optimisation (web, mobile, video, CTV)
- 5B+ impressions/day scale
- Fortune 500 client trust
- Strengthened governance & cost dependence

AL + ML









Well-crafted programmatic stack



Privacy-first advertising

Brightcom Defence

WHAT IS BRIGHTCOM DEFENCE?

New division focused on:

Swarm drone management

AI-driven battlefield intelligence

Surveillance and real-time tracking systems

Civil-military dual-use tech

SYNERGIES WITH CORE BRIGHTCOM STRENGTHS



HIGH-PERFORMANCE COMPUTING

DISTRIBUTED REAL-TIME ANALYTICS

SCALABLE SOFTWARE SYSTEMS

DATA VISUALIZATION + COMMAND INTERFACES

STRATEGIC VISION

- SERVE INDIA'S EVOLVING DEFENCE NEEDS
- EXPORT-READY INNOVATIONS FOR ALLIED NATIONS
- FOCUS ON SOVEREIGNTY, AUTONOMY, AND TECHNOLOGICAL EXCELLENCE

Brightcom Defence

ADJACENCY TO DEFENCE NEEDS

1
Real-time threat detection parallels with ad fraud detection

2
Pattern recognition for AI surveillance

3
Autonomous decisioning capabilities for drone swarm management

WHY DEFENCE, WHY NOW?

NATIONAL INTEREST AND SECURITY NEEDS EVOLVING RAPIDLY



DIGITIZATION OF WARFARE: THE RISE OF AI, DRONES, SWARM TECH

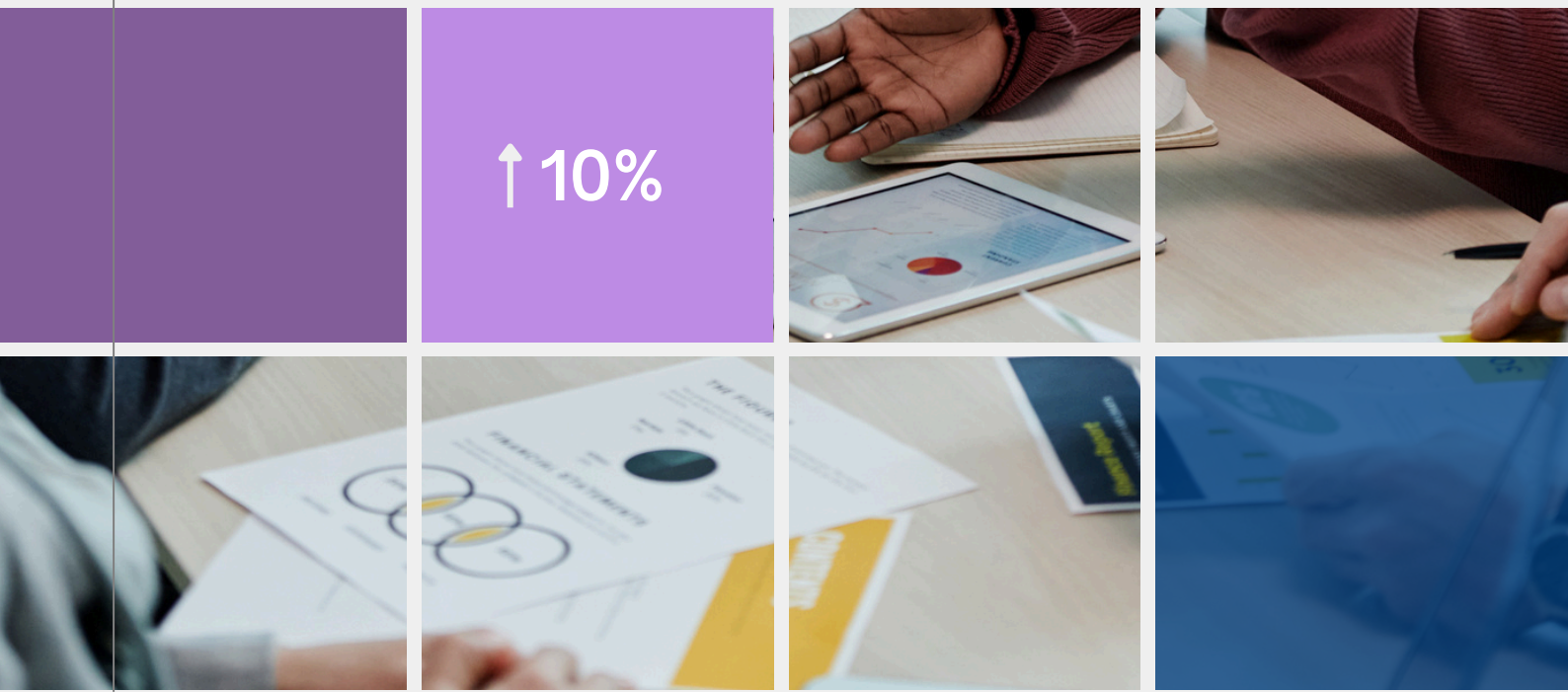
INDIA'S SELF-RELIANCE (ATMANIRBHAR BHARAT) PUSH IN DEFENCE

FINANCIAL HIGHLIGHTS

Rs CRORES

	FY 2024-25	FY 2023-24	% CHANGE
REVENUE	5,147	4,662	10%
EBIDTA	1,322	1,239	7%
PAT	710	688	3%

	FY 2024-2025	FY 2023-2024
ROE	8.17%	8.83%
TAX RATE	30.64%	28.73%
OP CASH FLOW	Rs. 175 Crores	Rs. 134 Crores



THE TEAM

THE BOARD

Mr. M. Suresh Kumar Reddy
Mr. Raghunath Allamsetty
Mr. Paladugu Venkata Subba Rao
Ms. Deepika Daliya
Mr. P Leo Ganeshan
Mr. Ali Akber Bakir Bhoy Mamuwala
Mr. Shrikant Gehlot

MANAGEMENT TEAM

Mr. M. Suresh Kumar Reddy
Mr. Raghunath Allamsetty
Mr. Bradley N. Cohen
Mr. Kallol Sen
Mr. Gal Paleg
Mr. M Shreedhar Reddy
Mr. Vidyashankar Ramakrishnan







THE BOARD

MR. M. SURESH KUMAR REDDY

CHAIRMAN AND MANAGING DIRECTOR & CEO

M. Suresh Reddy is the Founder, Chairman & CEO of Brightcom Group, a global leader in digital advertising, AdTech, AI, and IoT-based businesses. With nearly three decades of experience in online marketing, advertising, and technology, Suresh played a pivotal role in establishing Brightcom's stronghold across 24 countries. Under his leadership, Brightcom grew into a trusted partner for blue-chip clients like Coca-Cola, Samsung, and Unilever, as well as leading publishers such as Facebook, LinkedIn, and Yahoo. His leadership enabled the company to raise over $100 million in equity and debt while successfully completing ten strategic acquisitions to fuel its growth.

Through his focused vision and innovative strategies, Suresh transformed Brightcom from a modest operation into a global force in the AdTech space. The company achieved significant milestones under his guidance, including the acquisition of Lycos Inc., which brought global recognition, and expanding its operations in key markets such as Israel, Europe, and South America.

Beyond his entrepreneurial achievements, Suresh has actively contributed to the community. He served as the President of TiE Hyderabad, fostering entrepreneurship, and as a trustee for the 'Heal a Child' foundation, demonstrating his commitment to social impact. Suresh is also authored over 30 articles in local newspapers. His writings simplify emerging technologies for a broader audience, breaking down complex concepts into accessible and engaging content, further establishing him as a thought leader in the industry.

MR. RAGHUNATH ALLAMSETTY

EXECUTIVE DIRECTOR

Mr. Raghunath Allamsetty, a respected veteran in India's IT landscape and the Executive Director at Brightcom Group, has a rich background in both technology and leadership. Known for his expertise in founding and scaling US-based tech start-ups in India, he co-founded Platys Communications, one of Hyderabad's pioneering fabless digital high-speed ASIC (chip) design firms, later acquired by Adaptec Inc., California. In his career, he has held impactful roles, including Managing Director of Adaptec India Pvt Ltd and Apere India Pvt Ltd, Vice President at Intrepid Global Security Solutions Inc., and Director on the board of Lycos Internet Ltd. His leadership has consistently propelled growth, innovation, and strategic partnerships in the tech industry.

In addition to his professional roles, Mr. Allamsetty has been an influential figure in multiple prestigious organizations. He served as Chairman of the Hyderabad Chapter of the American Chamber of Commerce (AMCHAM) in 2004 and 2005, supporting trade relations between India and the U.S. His community involvement includes serving on the organizing committee of IEEE Hyderabad Section, Secretary of the Japanese Business Council under the Indo-Japanese Chamber of Commerce, and Charter Member of TiE (The Indus Entrepreneurs), where he has actively supported new tech entrepreneurs.

Mr. Allamsetty also founded Ivana Foods Pvt. Ltd., a forward-looking food processing company committed to delivering 100% natural, ready-to-consume beverages and foods, aiming to set a new industry standard in health-conscious products. His commitment to innovation, strategic growth, and community engagement continues to drive impactful change across the technology and food processing sectors.

MR. PALADUGU VENKATA SUBBA RAO

INDEPENDENT DIRECTOR

Mr. Paladugu Venkata Subba Rao is an accomplished Company Secretary with over 30 years of experience in corporate governance and compliance. He has provided strategic support to various companies, ensuring adherence to regulatory frameworks and fostering organizational growth. Most recently, he served as the Company Secretary for Aditya Spinners Ltd., where he played a pivotal role in streamlining corporate processes and reporting His expertise spans corporate law, regulatory liaison, and board advisory functions.

Known for his meticulous attention to detail,. he has consistently upheld the highest standards of corporate governance. Subba Rao has a proven track record of navigating complex regulatory landscapes with precision and integrity.

He is adept at fostering effective communication between management and stakeholders. His long-standing career reflects a commitment to excellence in company secretarial practices. Subba Rao is a trusted advisor, well-regarded for his professionalism and strategic insights.

THE BOARD

MS. DEEPIKA DALIYA

INDEPENDENT DIRECTOR

Ms. Deepika Daliya is a dynamic and accomplished finance professional with a robust academic foundation, having earned her MBA in Finance from Nishitha PG College, Nizamabad. She brings a wealth of expertise in strategic financial management, compliance oversight, and organizational leadership. Her professional journey includes serving as the CEO of Gridhari & Company, where she successfully spearheaded initiatives to streamline operations, optimize financial performance, and enhance organizational efficiency. She also held the role of Executive Director at Ra Craft Paper Pvt Ltd, where she played a pivotal role in driving growth and ensuring operational excellence.

Deepika is a results-driven leader adept at aligning financial strategies with business objectives, fostering innovation, and maintaining positive cash flow. Her extensive experience includes leading cross-functional teams, implementing strategic budget frameworks, and navigating complex financial landscapes with agility and precision. Known for her ability to improve revenue through forward-thinking strategies, she has a proven track record of delivering measurable outcomes in competitive markets. Deepika is also a strong advocate of ethical financial practices, ensuring compliance with regulatory standards and enhancing stakeholder confidence.

Her exceptional communication skills and analytical acumen enable her to build collaborative relationships across departments, making her an invaluable asset to any organization. With a focus on driving sustainable growth, she remains committed to fostering financial stability and unlocking new opportunities for success.

Mr. P LEO GANESAN

INDEPENDENT DIRECTOR

Mr. P leo Ganeshan is a distinguished civil engineer with a strong academic foundation, holding a B.E. in Civil Engineering and an M.Tech. in Structural Engineering. Over his extensive career, Mr. Ganeshan has led significant projects across the infrastructure and construction sectors, with a particular focus on executing complex undertakings for major clients such as the Railways and MES. As the leader of ENSYS Technologies in Telangana and Andhra Pradesh, he has developed a reputation for rigorous project management, ensuring timely completion and exceptional quality in each endeavor. His teams are known for their outstanding results, driven by his motivational leadership style and commitment to fostering a collaborative work environment. Mr. Ganeshan's deep technical expertise, coupled with his hands-on leadership, makes him an invaluable asset to the board, where he continually supports strategic growth and operational efficiency.

MR. ALI AKBER BAKIR BHOY MAMUWALA

INDEPENDENT DIRECTOR

Mr. Ali Akber Bakir Bhoy Mamuwala has been the Managing Partner of Summit Engineering Corporation since July 1983. With a career spanning over four decades, he has demonstrated exceptional leadership and expertise in the field of engineering, marketing and business management. Mr. Mamuwala is a graduate of Osmania University. Under his stewardship, Summit Engineering Corporation has achieved significant milestones and established a reputation for excellence in its industry.

MR. SHRIKANT GEHLOT

INDEPENDENT DIRECTOR

Shrikant Gehlot is a distinguished professional with a proven track record of excellence in sales, business development, and strategic planning, with a particular focus on the education and EdTech sectors. Renowned for his dynamic leadership and innovative mindset, Shrikant has consistently driven substantial growth by crafting and executing visionary sales strategies, cultivating robust client relationships, and steering high-performing teams toward excellence.

MANAGEMENT TEAM

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CHAIRMAN AND MANAGING DIRECTOR & CEO

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MR. BRADLEY N. COHEN

PRESIDENT & CHIEF STRATEGY OFFICER

Brad is responsible to define and drive the strategic initiatives at Brightcom Group. Brad is also responsible to oversee the M&A activities of the company. Prior to this position, Brad was President – Business Integration & Strategic Initiatives that led Ybrant achieve impressive business results.

An entrepreneur since college, Brad Cohen has founded and managed more than ten successful ventures since 1993 and has a deep understanding of the global Internet marketplace. Brad started his first company, Trident Industries, while in college. Brad was co-founder of eCollege.com, one of the first companies to offer online-distance education programs for Colleges and Universities. As President of the company, Brad managed all software/web development, and the day-to-day business operations.
In 1998, Brad co-found Cohen Capital; under his leadership, Cohen Capital Technologies founded Neural Technologies, LLC., a software development company based on the only known Instantaneously Trained Neural Network Algorithm. In 2002, Brad co-founded what is now known as MediosOne, the Global Online Advertising Network. Brad received a BA from the University of Missouri in Marketing and Political Science.

MANAGEMENT TEAM

MR. KALLOL SEN

HEAD - OVERSEAS SUBSIDIARIES

KalloMr. Kallol Sen is a visionary leader in AI and emerging technologies, with over 25 years of experience that spans diverse sectors, including Internet technology, Gaming, Education, and Media & Entertainment. Known for his innovative thinking, Mr. Sen is the founder of CantorSpace, a digital platform focused on democratizing access and empowering users. Additionally, he serves as the CEO of Motes & Bots Technologies, where he leads efforts to provide clients with advanced AI, blockchain, and cloud-based solutions.

His work has been instrumental in helping clients navigate complex technical landscapes, offering transformative strategies to solve intricate challenges. Mr. Sen's expertise in AI is complemented by his problem-solving acumen and ability to translate cutting-edge research into practical applications, making him a thought leader in the field.

He holds an MBA from the Indian Institute of Management, Calcutta, and a Bachelor of Technology in Computer Science & Engineering from the Indian Institute of Technology, Kharagpur. His strategic insights and dedication to advancing technology have a profound impact on the board and the industry.

MR. GAL PELEG

GENERAL MANAGER - OMS

Gal is a CPA with 15+ years' experience in financial management & global operations.He was the Director of Finance → GM at OMS, leading its rise as #1 Scaling SSP (2025) with 1,169 new publishers in a single month.

Gal is a seasoned specialist in cash flow, taxation, transfer pricing, SOX compliance,
and risk management. Career includes CFO roles at Jinni Media and LifeWave.

MR. SHREEDHAR REDDY

GENERAL MANAGER, INDIA OPERATIONS

A foundational member of Brightcom Group, Mr. Shreedhar Reddy has been instrumental in the company's growth from its earliest stages, contributing significantly to its technological foundation and evolution. His work includes pioneering projects such as Pangea, Compass (formerly One-Tag), Zentyl, and Flatmonk, each of which reflects his commitment to innovation and excellence.

Mr. Reddy's experience spans a broad spectrum of technology and operational roles, allowing him to integrate new developments with operational needs effectively.

He holds an MSc in Computer Science from Manipal University, where he honed his skills in areas critical to Brightcom's core business. In his current role as General Manager, Mr. Reddy oversees India operations, focusing on enhancing efficiency and driving continued innovation across the organization. His deep technical knowledge, coupled with his dedication to operational excellence, makes him a valued contributor to the board, where he leverages his insights to support the company's strategic vision and long-term goals.

MR. VIDYASHANKAR RAMAKRISHNAN

CHIEF OF STAFF TO CMD

Vidyashankar Ramakrishnan is a proactive & dynamic professional with 22+ years' experience bridging technical, business, and managerial domains. He has a proven history of delivering strategic, operational, and financial outcomes across Telecom, Banking, Broking, Financial Services, Retail, and FMCG sectors.

His former roles include senior roles at Tata Teleservices, Reliance Communications, HDFC Life, with expertise in business strategy, planning, and project execution. He holds an MBA in Finance (ICFAI Business School, Mumbai).Now at the current role at Brightcom, Vidyashankar Ramakrishnan ensures seamless execution of CMD's vision, governance alignment and project delivery.

GLOBAL MARKET



Global Opportunity:	**Digital Marketing**
2025 Market Size:	**$650 Billion**
2030 Projection:	**$1.1 Trillion (CAGR ~12%)**
Drivers:	**AI/ML, CTV & Video, eCommerce, Privacy-first future**

CLIENTS & PARTNERS

SERVING SOME OF THE BIGGEST BRANDS WORLDWIDE



Clients & Partners

BRANDS AND SSPS

OUR PLATFORM IS INTEGRATED WITH INDUSTRY KNOWN TRAFFIC AND AD-QUALITY PROVIDERS

NOTICE OF THE AGM

September 1, 2025

Dear Shareholder(s),

You are cordially invited to attend the 26th Annual General Meeting of the Shareholders of Brightcom Group Limited ("the Company") to be held on Sunday, September 28, 2025 at 11:00 A.M.(IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all resolutions set forth in the Notice.

The instructions for e-voting are enclosed herewith.

Yours sincerely

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

Enclosures:
1. Notice of the 26th Annual General Meeting
2. Instructions for participation through VC
3. Instructions for e-voting

Note: Attendees who require technical assistance to access and participate in the meeting through VC are requested to contact the helpline number: 022-23058738 and 022-23058542-43

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of Brightcom Group Limited ("the Company") to be held on Sunday, September 28, 2025 at 11.00 A.M.(IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited (Standalone & Consolidated) Financial Statements**

   a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon; and

   b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon.

2. **Ratification of Appointment of Statutory Auditors**

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

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, and in terms of the resolution passed by the members at the 25th Annual General Meeting ("AGM") of the Company for the financial year 2023-24 held on February 7, 2025, the appointment of M/s. P R Chandra & Co, Chartered Accountants (Firm Registration[018985S]), as Statutory Auditors of the Company to hold office until the conclusion of the 26th AGM of the Company to be held on September 28, 2025, be and is hereby ratified for the financial year 2024-25 at such remuneration as may be determined by the Board of Directors of the Company, in consultation with the Auditors, in addition to applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit."

3. **To appoint the Statutory Auditors**:

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

   "RESOLVED, that pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the

Company, M/s P R Chandra & Co, Chartered Accountants (Firm Registration[018985S]) be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2025-26, who shall hold office from the conclusion of this 26th AGM till the conclusion of the 27th AGM to be held in the year 2026, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof)."

4. **To re-appoint Mr. Raghunath Allamsetty (DIN # 00060018), who retires by rotation, and being eligible offers himself for the re-appointment.**

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

"RESOLVED THAT, pursuant to provisions of Section 152 and other applicable provisions, if any, of The Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Raghunath Allamsetty (DIN # 00060018), as Executive Director, to the extent that he is required to retire by rotation and continue as Executive Director of the Company as per the approval accorded by the Members at this 26th Annual General Meeting of the Company held on September 28, 2025 and as revised/ amended from time to time."

SPECIAL BUSNIESS:

5. **To approve raising of funds and issuance of securities by the Company:**

To consider, and if thought fit, to pass with or without modification, the following resolution as a ***SPECIAL RESOLUTION****:*

"RESOLVED THAT pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force (collectively, the "Companies Act"), all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, "FEMA"), the relevant provisions of the Memorandum and Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreements entered into by the Company with the BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") where the equity shares of the Company of face

value of ₹2 each ("Equity Shares") are listed and such other statutes, clarifications, rules, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India ("Government of India"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), Stock Exchanges, the Registrar of Companies, Telangana at Hyderabad ("RoC"), the Securities and Exchange Board of India ("SEBI") and any other appropriate governmental or regulatory authority and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as "Appropriate Authorities"), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include any duly constituted committee thereof for the time being exercising the powers conferred by the Board), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, preference shares /warrants / convertible instruments, which give lenders the option to transform their debt into a specified number of equity shares at a future point and/ or other securities convertible into or exchangeable into Equity Shares, equity linked securities (including warrants or otherwise) (the "Securities") for cash / other than cash / non cash swap of shares on wholly or partially acquiring ownership of companies for an aggregate amount up to ₹1,000 Crore (Rupees One Thousand Crore), inclusive of such premium as maybe fixed on the Securities, by way of private placement through one or more qualified institutions placement ("QIP") in accordance with Chapter VI of the SEBI ICDR Regulations, to eligible "qualified institutional buyers" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations ("QIBs") or by way of Preferential Issue in accordance with Chapter V of the SEBI ICDR Regulations, or through any other permissible mode or any combination thereof of any of the above (the "Issue"), subject to applicable laws, through placement documents, private placement offer cum application letters and/ or such other documents/ writings/ circulars/ memoranda, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium, at such price or prices, (whether at prevailing market price(s) or at permissible discount or premium to market price(s) in terms of applicable regulations) and on such terms and conditions as the Board may determine in consultation with the book running lead manager(s) to be appointed for the Issue ("Lead Manager(s)"), including, without limitation, the total number of Securities to be issued, face value, fixing book closure terms if any, as the Board may in its absolute discretion decide, in each case subject to applicable law and on such terms and conditions as may be determined and deemed fit and appropriate by the Board, at the time of such issue and allotment considering the prevailing market conditions and other relevant

factors in consultation with the Lead Manager(s) so as to enable the Company to list the Securities issued, on the Stock Exchanges.

RESOLVED FURTHER THAT in the event that Securities are offered to QIBs through a QIP, the following shall apply:

1. the Securities, or any combination thereof as may be decided by the Board and subject to applicable laws, will be allotted within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, at a price which is not less than the price determined in accordance with Regulation 176(1) of the SEBI ICDR Regulations (the "QIP Floor Price"), with the authority to the Board to offer a discount of not more than 5% (five per cent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;

2. the "relevant date" for the purpose of pricing of any Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP;

3. in case of allotment of eligible convertible securities, the "relevant date" for the purpose of pricing of such convertible securities shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed QIP, or the date on which the holders of the eligible convertible securities are entitled to apply for Equity Shares;

4. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations; and

5. the Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) allotted in a QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, in pursuance of the resolutions above:

1. the Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company; and

2. the Equity Shares created, offered, issue or allotted by the Company shall rank pari-passu in all respects with the existing Equity Shares of the Company, in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, or a duly authorised committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and listing thereof with the Stock Exchanges or otherwise as may be required in relation to the Issue and to resolve and settle all questions and difficulties that may arise in the Issue, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the Issue, utilization of Issue proceeds, to enter into and execute (and amend from time to time, as may be deemed appropriate by the Board in its sole discretion (subject to the conditions set forth in the resolutions herein), all such arrangements/ agreements with any Lead Managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, registrars and all such agencies and intermediaries as may be involved or concerned in the Issue, including any amendments or supplements thereto, as necessary or appropriate and to remunerate all such agencies including by way of payment of commissions, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them, and to finalize, approve and issue any document(s) or agreements including, but not limited, to placement documents, and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, sign all deeds, documents and writings, settle all questions, difficulties or doubts that may arise in regard to the Issue and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the Issue and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board or a duly authorised committee and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board or a duly authorised committee in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the Issue.

RESOLVED FURTHER THAT in respect of the Issue, the Board or any duly authorised committee be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or appropriate, including submitting the relevant application to the Stock Exchange(s) for obtaining in-principle approvals, listing of the Securities, filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws.

RESOLVED FURTHER THAT the Board or a duly authorised committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in

connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory/ regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities, to give effect to this resolution."

6. Increase in Authorised Share Capital of the Company:

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

"RESOLVED THAT in accordance with the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from the existing ₹450,00,00,000/- (Rupees Four Hundred and Fifty Crore only) divided into 225,00,00,000 Equity Shares of ₹2/- each to ₹700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 350,00,00,000 Equity Shares of ₹2/- each by creation of an additional 125,00,00,000 Equity Shares of ₹2/- each ranking pari-passu in all respect with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT Mr. Raghunath Allamsetty, Executive Director of the Company, be and is hereby authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution."

7. Alteration in the Capital Clause of Memorandum of Association:

To consider, and if thought fit, to pass with or without modification, the following resolution as a ***SPECIAL RESOLUTION****:*

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

Clause V: "The Authorised Share Capital of the Company is ₹700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 350,00,00,000 (Three Hundred and Fifty Crore only) Equity Shares of ₹2/- (Rupees Two only) each."

RESOLVED FURTHER THAT Mr. Raghunath Allamsetty, Executive Director,

be and is hereby authorised to exercise such powers, and to do all such acts, deeds, things and matters (including signing and filing e-Forms with the Registrar of Companies) as may be required or considered necessary or incidental thereto to give effect to this resolution."

By order of the Board
For Brightcom Group Limited

Date: 01-09-2025
Place: Hyderabad

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

Notes to AGM Notice:

1. Pursuant to the General Circulars 2/2022 dated May 05, 2022 and 19/2021 dated January 13, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/ HO/ CFD/ CMD2 /CIR /P / 2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) read with Circular dated May 13, 2022 and MCA Circulars dated January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. Thereby facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 02/2022 dated May 5, 2022 reading with Circular No. 20/2020 dated May 5, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.brightcomgroup.com. The Notice can also be accessed

from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and evoting system during the AGM) i.e., www.evotingindia.com.

7. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, facility of appointment of proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

8. The Register of members and transfer books of the company will remain closed from Sunday September 21, 2025 to Saturday September 27, 2025 (both days inclusive).

9. Members, who hold shares in electronic / Demat form are requested to furnish the change of address, details of their bank accounts, viz, name of the bank, full address of the branch, account no. etc., to their respective Depository Participants and who hold shares in physical form to the Company's Registrars and Transfer Agents Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 (Phone: 040-27638111/27642217/27634445 Email: info@ aarthiconsultants.com) so as to enable the Company to incorporate the bank details on the dividend warrants.

10. Pursuant to Section 72 of the Companies Act, 2013 and the Rules made there under the Members holding shares in single name may, at any time, nominate in form SH-13, any person as his/her nominee to whom the securities shall vest in the event of his/ her death. Nomination would help the nominees to get the shares transmitted in their favor without hassles. Members desirous of making any cancellation/ variation in the said nomination can do so in SH-14.

11. Members holding shares in identical order of names in more than one folio are requested to write to the company's Registrars & Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio. As per the amended Provisions based on the PAN, all different folios of the same PAN will be treated as one folio.

12. Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the web site of the Company www.brightcomgroup.com for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017. As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/ unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed

by the respective shareholders. Company had transferred unpaid/ unclaimed dividend till the financial year 2012-13 along with underlying shares to IEPF authorities. Company will initiate the necessary steps on due dates to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website www. iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agents of Company.

14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 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 noninstitutional 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

15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL).
    The e-voting period commences on Friday, September 26 2025 at 9.00 a.m. and ends on Saturday, September 27, 2025 at 5.00 p.m. During this period

shareholders of the Company, holding shares as on cut-off date Saturday, September 20, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company. A member who has cast his/ her vote by electronic means are entitle to attend the AGM but not entitled to vote again at the AGM.

CS Saurabh Poddar, Company Secretary in Practice (C.P. No. 10787), has been appointed as the scrutinizer to scrutinize the remote e-voting process. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and he will submit his report within the period not exceeding three working days from the conclusion of e-voting. The Chairman will declare the results on or after the AGM of the Company accordingly and will also be placed at the company website and also forward the same to the stock exchanges where the shares has been listed.

16. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolutions and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.

17. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are required to send a certified true copy (PDF Format) of the Board resolution/authority letter, authorizing their representative to attend and vote. The said resolution/authorisation shall be sent by an e-mail to Scrutinizer at alwyn.co@gmail.com with a copy marked to evoting@nsdl.co.in and the Company at ir@brightcomgroup.com.

18. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

a) The voting period begins on Friday, September 26, 2025 at 9.00 a.m. and ends on Saturday, September 27, 2025 at 5.00 p.m. 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 Saturday, September 20, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

b) 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. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings 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 Depository**	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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 and you will be redirected to e-Voting service provider 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 (DP)**	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 or joining virtual meeting & voting during the meeting.

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant Brightcom Group Limited on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ir@brightcomgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

a) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

i) Only those shareholders, who are present in the AGM/ EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

j) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.brightcomgroup.com and on the website of CDSL i.e., www.cdslindia.com within two days of the passing of the Notice Resolutions at the 25thAGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia. com or contact at 022- 23058738 and 02223058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Members who could not vote thru Remote e-voting may avail the e-voting system on the date of AGM i.e., Sunday, September 28, 2025 which will commence from 11:00 A.M. and will end after the conclusion of the AGM. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Saturday, September 20, 2025 i.e., cut-off date

CONTACT DETAILS:

Company	Brightcom Group Limited Phone: +91 (40) 67449910, E-mail: ir@brightcomgroup.com, 6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda,Hyderabad, Telangana,India - 500082.
Registrar and Transfer Agent:	Aarthi Consultants Private Limited Phone: 040-27638111/ 27642217 / 27634445 | Email: info@aarthiconsultants.co
e-Voting Agency	Central Depository Services (India) Limited E-mail: helpdesk.evoting@cdslindia.com | Phone: +91-22-22723333/8588
Scrutinizer	Saurabh Poddar, Practicing Company Secretary, E-mail: saurabhpoddar1977@gmail.com | Phone: +91-9581186260

GENERAL INFORMATION:

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.

The Company has appointed Mr.Saurabh Poddar Practicing Company Secretary (Membership No. FCS 9190), to act as the Scrutinizer for conducting the remote e-Voting and e-Voting during the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately upon conclusion of the voting at the AGM, unblock the votes cast through e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the results thereof.

The results declared along with the Scrutinizer's report, will be posted on the website of the Company at www.brightcomgroup.com and will be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing. The Company shall simultaneously communicate the results to the Stock Exchanges not later than two working days as required under Regulation 44(3) of the SEBI Listing Regulations.

Members are requested to address all correspondence, to the RTA, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad - 500029 (Phone: 040-27638111/27642217/27634445 Email: info@ aarthiconsultants.com).

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated companies to issue securities in dematerialized form only, while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, sub-division/splitting, consolidation of securities certificate, transmission, and transposition. Members are accordingly advised to get their shares held in physical form dematerialized through their Depository Participant.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

Relevant documents referred to in the accompanying Notice calling the AGM will be made available for electronic inspection by the Members upon sending the email to the Company at ir@brightcomgroup.com upto the date of the AGM. The said documents will be available for electronic inspection for the Members without payment of any fee.
The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection in electronic mode, based on the request being sent on ir@brightcomgroup.com.

OTHERS

The Company has designated an exclusive e-mail id viz. ir@brightcomgroup.com to enable Investors to register their complaints, if any.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at info@ aarthiconsultants.com.
2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the RTA at info@ aarthiconsultants.com with a copy marked to the Company at ir@brightcpmgroup.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) above i.e., Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

For ease of participation of the Members, below are the key details regarding the meeting-

#	Particulars	Details
1.	Cut-off Date for e-voting	September 20, 2025
2.	Remote e-Voting starts on	September 26, 2025
3.	Remote e-Voting ends on	September 27, 2025
4.	Last date for speaker registration	September 21, 2025

By order of the Board
For Brightcom Group Limited

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

Date: 01-09-2025
Place: Hyderabad

ANNEXURE TO NOTICE:

Information provided pursuant to requirements given under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard in respect of individuals proposed to be appointed/ re-appointed as Director(s):

Name of Director	**Mr. Raghunath Allamsetty**
Director Identification Number	**00060018**
Date of Birth	21.02.1967
Date of first Appointment	28-06-2024
Qualification	B. Tech
Terms & Conditions of Appointment along with Remuneration sought to be paid	Appointed for a period of 5 years with effect from June 28, 2024 and liable to retire by rotation. Remuneration to be paid at Rs.5,00,000/- per month plus benefits as per company policy.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Raghunath Allamsetty and other Directors & KMPs.
*Directorships held in other Companies and Bodies Corporate as on March 31, 2024.	LIL Projects Private Limited YReach Media Private Limited
Chairman / Member of the Committee of the Board of Directors of the Company	None
No. of Board Meetings attended during the year	NIL
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2024	None
No. of Equity Shares of Rs.2/- held in the Company as on 31.03.2024	NIL

EXPLANATORY STATEMENT

As required by Section 102(1) of the Act, the following Explanatory Statement sets out material facts relating to the business under Item Nos. 4 to 6 of the accompanying Notice dated September 1, 2025.

Item #4: To re-appoint Mr. Raghunath Allamsetty (DIN # 00060018), who retires by rotation, and being eligible offers himself for the re-appointment.

On the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at their meeting held on June 26, 2024, appointed Mr.Raghunath Allamsetty (DIN # 00060018) as an Additional Director in the capacity of an Executive Director of the Company with effect from June 26, 2024 for a term of 5 consecutive years upto June 25, 2029 subject to approval of the Members of the Company. In terms of Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the candidature of Mr. Raghunath Allamsetty for the office of Director of the Company.

The Company has received the requisite consents, declarations, etc. from Mr.Raghunath Allamsetty in relation to his appointment as an Executive Director.

Mr.Raghunath Allamsetty has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Whole-time Director of the Company.

Brief Profile of Mr. Raghunath Allamsetty

Mr. Allam Raghunath is a seasoned IT professional with over 25 years of experience, distinguished by his entrepreneurial ventures and significant contributions to technology startups in both Indian and US markets. He began his career by cofounding several technology startups in India, including Platys Communications, a pioneering fabless digital high-speed ASIC design house in Hyderabad. His technical expertise and strategic vision were crucial in the company's acquisition by Adaptec Inc., where he later expanded their operations and established a robust workforce in India, growing from a small team to over 450 engineers. His leadership extended beyond the corporate realm, earning him recognition in the technology and business communities, including serving as Chairman of the AMCHAM Hyderabad Chapter.

In addition to his IT ventures, Raghu is the Founder and Managing Director of Beontea Brew PVT LTD, focusing on 100% natural ready-to-consume beverages, and YREACH MEDIA PRIVATE LIMITED, a digital media company. He holds significant leadership roles in various organizations, including BRIGHTCOM GROUP Limited and INTREPID GLOBAL SECURITY SOLUTIONS Inc. Raghu's commitment to social responsibility is reflected in his active engagement with NGOs and leadership roles in Rotary initiatives.

His extensive experience and dedication to fostering entrepreneurship and innovation continue to make him a prominent figure in the IT industry and a role model for aspiring entrepreneurs worldwide.

Details of Mr. Raghunath Allamsetty as required under the SEBI Listing Regulations and SS-2 are provided as annexure of this Notice.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Raghunath Allamsetty as an Additional Director (Executive) in the interest of the Company and recommends the Special Resolution for approval of Members.

Except Mr. Raghunath Allamsetty, being the appointee, none of the Directors and Key Managerial Personnel of the Company, including their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out in Item #4.

Item #5: **Authorization to the Board of Directors to raise funds for investment in future growth opportunities**

The Company, in order to capitalize on emerging opportunities, strengthen its financial position, and support its long-term strategic objectives, proposes to raise funds by way of issue of equity shares, preference shares, debentures, convertible securities, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Qualified Institutional Placements (QIPs), or any other permissible securities, in one or more tranches, either in India or in international markets.

The proposed fund raising would provide the Company with the necessary financial flexibility to pursue growth initiatives, including investments in new projects, acquisitions, business expansion, working capital requirements, repayment of existing borrowings, or any other general corporate purposes, as the Board may deem appropriate from time to time.

Pursuant to the provisions of Sections 23, 42, 62, and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder and in accordance with the provisions of the Securities and Exchange Board of India (SEBI) Regulations, the approval of the Members by way of a **special resolution** is required to authorize the Board of Directors to undertake such fund-raising activities.

Accordingly, the Board of Directors recommends the resolution set out at Item #3 of the Notice for approval of the Members by way of a Special Resolution.

Item #6: **Increase in Authorised Share Capital of the Company**:

With a view to facilitate business expansion, it is proposed to increase the existing Authorised Share Capital of the Company from ₹450 Crore to ₹700 Crore.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, the consent of the Shareholders of the Company is required to the proposed increase in the authorised share capital. Accordingly, the Board of Directors of the Company, has proposed to increase the Authorised Share Capital of the Company and seeks the approval of members for the same.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 6 of the Notice.

Item #7: **Alteration in the Capital Clause of Memorandum of Association**

In order to reflect the increase in Authorised Share Capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company is required to be amended.

A draft of the amended Memorandum of Association of the Company with the following Clause V is being circulated herewith:

Clause V: "The Authorised Share Capital of the Company is ₹700,00,00,000/- (Rupees Seven Hundred Crore only) divided into 350,00,00,000 (Three Hundred and Fifty Crore only) Equity Shares of ₹2/- (Rupees two only) each."

Pursuant to Section 13 of the Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of Members of the Company and accordingly the Board now seeks the approval of members for the same by way of passing a special resolution.

None of the Directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution set out at Item No. 7 of the Notice.

(ANNEXURE TO THE NOTICE DATED JANUARY 10, 2025)

Details of Directors seeking appointment/modification of remuneration pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Allam Raghunath
Age	57 years
Qualification	B.Tech
Expertise	Information Technology
Terms & Conditions of reappointment	Reappointed as a director liable to retire by rotation for a period of 5 years
Details of remuneration last drawn and proposed to be paid	Rs.5,00,000/- per month plus applicable benefits as per Company policy
Date of First Appointment	June 28, 2024
Shareholding in the Company as on March 31, 2024	NIL
Relationships between directors inter-se	None
Number of Meetings attended during the year	-
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	LIL Projects Private Limited YReach Media Private Limited
Memberships/ Chairmanships of committees held in all companies*	None
Listed companies from which the Director has resigned in past three years	None
Skills and Capabilities in case of Appointment of Independent Director	IT Professional

*Chairmanship and membership of Audit Committee and Stakeholders' Relationship/Share Allotment Committee have been considered

By order of the Board
For Brightcom Group Limited

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

Date: 01-09-2025
Place: Hyderabad

THE BOARD'S REPORT

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting the Twenty Fourth Annual Report of the Company along with Company's Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended on March 31, 2025.

Financial Highlights

(Rs. in Lakhs)

Particulars	Consolidated FY 2024-25	Consolidated FY 2023-24	Standalone FY 2024-25	Standalone FY 2023-24
Total Revenue (including other Income)	514,665.70	466,225.28	41,867.83	47,015.46
Gross Profit before Interest, Depreciation & Tax	132,159.07	123,930.42	59.54	141.01
Less: Interest	2.03	29.91	0.91	29.60
Depreciation	30,687.52	28,467.99	7.63	11.23
Profit before Tax	101,469.52	95,432.52	51.72	100.18
Less: Provision for Tax	31,087.07	27,414.70	16.14	35.01
Less**:** Deferred Tax	(621.36)	(734.66)	30.14	(49.54)
Profit after Tax	71,003.81	68,752.48	5.44	114.71
Add: Other comprehensive income	19,463.76	9,613.84	67.11	38.85
Total comprehensive income for the period	90,467.57	78,366.32	72.55	153.56
Balance Brought forward from the previous year	557,888.05	488,804.47	1,713.35	1,586.60
Profit available for appropriations	629,267.49	557,888.05	1,720.53	1,713.35
Less: Dividend	0	0	0	0
Profit Carried to Balance Sheet	629,267.49	557,888.05	1,720.53	1,713.35

State of Affairs / Company's performance

During the year under review, your Company achieved a consolidated turnover of Rs.514,665.70 lakhs as against Rs. 466,225.28 lakhs in the previous year. Your Company has earned a consolidated gross profit of Rs.132,159.07 lakhs before interest, depreciation and tax as against Rs. 123,930.42 lakhs in the previous year. After deducting financial charges of Rs.2.03 lakhs, depreciation of Rs.30,687.52 lakhs and provision for tax of Rs.30,465.71 lakhs, the operations resulted in a net profit of Rs.71,003.81 lakhs as against Rs. 68,752.48 lakhs in the previous year.

Change In Nature of Business

As per the requirements of Rule 8 (5) (ii) of Companies (Accounts) Rules, 2014, your Board of Directors specify that, there is no significant change in the nature of business of the Company during the last financial year.

There are no Material Changes and Commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this Report.

Share Capital

The Company with a view to reconcile the difference between Issued Shares and Listed Shares have proposed to cancel 6,00,000 shares. The Shareholders have approved the reduction in share capital to the tune of 6,00,000 shares in the Extraordinary General Meeting held on April 30, 2025. The process for cancellation of shares is ongoing.

Listing fees has been paid for the year 2024-25 to both the Exchanges.

As on the date of this report, the Company has a paid-up share capital of Rs. 403,70,43,746 divided into 201,85,21,873 Equity Shares of Rs. 2/- each.

Transfer to Reserves

Your Company has not proposed to transfer any amount to the general reserve.

Public Deposits

Your Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year.

Dividend

During the year under review, the Board has decided not to declare any dividend.

Particulars of Loans, Guarantees & Investments

The company makes investments or extends loans/guarantees to its wholly-owned subsidiaries for their business purposes. Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, along with the purpose for which such loan or guarantee was proposed to be utilized by the recipient, form part of the notes to the financial statements provided in this annual report.

Material changes and commitments affecting the financial position of the Company:

During the year under review, there have been no such material changes and commitments that have affected the financial position of the Company.

Subsidiary Companies

The Company has 16 subsidiaries as of March 31, 2025. There was no material change in the nature of the business carried on by the subsidiaries.

Pursuant to first proviso to Sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the Financial Statements of the Subsidiary Companies/ Associate Companies/Joint in “Part-A: Subsidiaries” is attached to Financial Statements of the Company which forms a part of this Annual Report, other information under form AOC-1 is mentioned as below:

1. Names of subsidiaries which are yet to commence operations: **NIL**
2. Names of subsidiaries which have been liquidated or sold during the year: **NIL**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures "Part-B: Associates and Joint Ventures" is attached to Financial Statements of the Company which forms a part of this Annual Report.

Consolidated Financial Statements

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013 and the Indian Accounting Standards Ind AS-110 and other applicable Accounting Standards, your Directors have pleasure in attaching the consolidated financial statements for the financial year ended March 31, 2025, which forms part of the Annual Report.

Nomination and Remuneration Policy

The Company's remuneration Policy is market-driven and aims at attracting and retaining high performance talent. Brightcom follows a compensation mix of fixed pay, benefits and performance-based variable pay, which is paid based on the business performance and goals of the different business units/ overall company. The remunerations to the Directors & Key Managerial Personnel are determined by the Nomination and Remuneration Committee and recommended to the Board for its approval. The above remunerations shall be subject to the approval of the shareholders of the Company, wherever required by the statute.

The Nomination and Remuneration Policy has been updated on the website of the Company at https://www.brightcomgroup.com/investors/policies/

Declaration of Independence by Independent Directors

The Company has received necessary declaration from the Independent Directors as required under Section 149(7) of the Act and LODR Regulations confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and that of LODR Regulations.

Management's Discussion and Analysis

Pursuant to the provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis is presented in a separate section forming part of this Annual Report. As required under the provisions of the Listing Regulations, the Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended March 31, 2025. A detailed report on Management Discussion & Analysis is provided as a separate disclosure in the annual report.

Related Party Transactions

All related party transactions that were entered into during the financial year were in the ordinary course of the business of the Company and were on an arm's length basis. There were no materially significant related party transactions entered by the Company during the year with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

The policy on related party transactions as approved by the Audit Committee and the Board of Directors is hosted on the website of the Company www.brightcomgroup.com. Prior omnibus approvals from the Audit Committee are obtained for transactions which are

repetitive and also normal in nature. Further, disclosures are made to the Committee and the Board on a quarterly basis.

None of the Directors had any pecuniary relationship or transactions with the Company, other than to the extent of their shareholding and except the payments made to them in the form of remuneration/sitting fee.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, the requirement of furnishing the requisite details in Form AOC-2 is not applicable to the Company.

The details of related party disclosures form part of the notes to the financial statements provided in this annual report.

Vigil Mechanism/ Whistleblower / Ombudsperson Policy

The Company has put in place a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), 2015 for employees and others to report concerns about unethical behaviour.

The Company has a vigil mechanism policy to deal with instances of fraud and mismanagement, if any. The vigil mechanism policy is uploaded on the website of the Company https://www.brightcomgroup.com/investors/policies/.

The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

Disclosure as required under Section 22 of Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to comply with the provisions of the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the work place. All women employees permanent, temporary or contractual are covered under the above policy. Your Company has zero tolerance towards sexual harassment at the workplace and the details of sexual harassment complaints as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder are as follows:

- No. of Complaints received: Nil
- No. of Complaints disposed-off: Not Applicable

The Company has constituted an Internal Complaints Committee for redressal of complaints and is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc. All women associate (permanent, temporary, contractual and trainees) as well as any women visiting the Company's office/ premises or women service providers are covered under this policy. All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological.

Other Policies

The Company has also adopted the following policies, as required by Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the same are available on the website of the Company at www.brightcomgroup.com.

1. Code of Conduct & Ethics for Board of Directors & Senior Management;
2. Terms & Conditions of Appointment of Independent Directors
3. Corporate Social Responsibility Policy
4. Policy for related party transaction
5. Vigil Mechanism (Whistle blower policy)
6. Policy for Determining Material Subsidiaries
7. Policy for Determining of Materiality of an Event
8. Criteria for making payment for non-executive Directors
9. Nomination & Remuneration Policy
10. Familiarization program of Independent Director
11. Code of Regulation & Prohibition of Insider Trading
12. Code of practices and procedures for fair disclosure of UPSI
13. Document preservation policy
14. Policy for evaluation performance of the Board
15. Policy for disclosure of material information
16. Policy for sexual harassment
17. Staff advances policy
18. Policy for determination of legitimate purpose

Corporate Governance

Pursuant to the provisions of Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance has been incorporated in the Annual Report for the information of the shareholders. A certificate from the Practicing Company Secretary regarding compliance with the conditions of Corporate Governance as stipulated under the said Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Annual Report.

Code of conduct for prevention of Insider Trading in Brightcom Group Limited

Code of Conduct for Prevention of Insider Trading in Brightcom Securities ("BCG Code") in accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 is uploaded on the website of the Company. The objective of the PIT Code is to protect the interest of shareholders at large, to prevent misuse of any unpublished price sensitive information and to prevent any insider trading activity by dealing in shares of the Company by its Designated Persons and their immediate relatives. Ms. Shwetha Singh is the Compliance Officer under the PIT Code as on the date of this report.

Committees

The following are the details of the Committees during the Financial Year 2024-25:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee;
5. Warrants & Share Allotment Committee;
6. Risk Management Committee*

The composition of each of the above Committees, their respective roles and responsibilities are provided in detail in the Corporate Governance Report. Apart from the abovementioned Committees, the Company also has an Internal Complaints Committee for redressal of complaints and is committed to provide equal opportunities without regard to their race, caste, sex, religion, colour, nationality, disability, etc.

* Risk Management Committee formed with effect from September 16, 2021.

Directors and Key Managerial Personnel

In pursuance of Section 152 of the Companies Act, 2013 and the Rules framed there under Mr. Raghunath Allamsetty, Executive Director is liable to retire by rotation.

Pursuant to the provisions of regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by ICSI, brief resume and other disclosures relating to the Directors who are proposed to be appointed/ re-appointed are given in the Annexure to the Notice of the 26th AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16(1)(b) of SEBI Listing Regulations. None of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ('Act') or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All Independent Directors have provided confirmations as contemplated under section 149(7) of the Act.

Board Meetings

The Company has a professional Board with an optimum combination of executive, non-executive and independent directors (including two independent woman directors) who bring to the table the right mix of knowledge, skill and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interest of the stakeholders.

During the year, Nineteen (19) meetings of Board of Directors of the Company were convened and held in accordance with the provisions of the Companies Act, 2013. The date(s) of the Board Meeting, attendance by the directors is given in the Corporate Governance Report forming part of this Annual Report. The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors are disqualified under Section 164(2) of the Act. Certificate on non-disqualification, as required under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is forming part of the Corporate Governance Report forming part of this Annual Report.

Audit Committee

Audit Committee of the Company meets the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 is given in the Corporate Governance Report furnished as part of the Annual Report. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

Independence of the Board

The Board of Directors of the Company comprises of optimum number of Independent Directors. Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Act:

All the Independent Directors have registered themselves with the Independent Director's Data Bank. The Company has received necessary declarations from each Independent Director under Section 149 of the Act and Regulation 25 of the Listing Regulations, confirming that he / she meets the criteria of independence laid down in Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.

Evaluation of performance of the Board, Members of the Board and the Committees of the Board of Directors

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a formal evaluation of the performance of the Board, its Committees, the Chairman and the individual directors was carried out for the financial year 2024-25.

Structured forms covering evaluation of Board, Committees of the Board, Chairperson, Independent Directors and Non-Independent Directors were circulated to all the Directors and Directors were requested to rate against various criteria such as composition of Board, receipt of regular inputs and information, functioning, performance and structure of Board Committees, skill set, knowledge and expertise of directors, preparation and contribution at Board meetings, leadership etc. The performance evaluation of the respective Committees and that of independent and non-independent directors was done by the Board excluding the director being evaluated.

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board with specific focus on the performance and effective functioning of the Board and Individual Directors and the same is taken note by the Nomination and Remuneration Cum Compensation Committee.

The Nomination and Remuneration Committee has laid down criteria for performance evaluation of Directors, Chairperson, Board Level Committees and the Board as a whole and also the evaluation process for the same. The Nomination and Remuneration Committee has reviewed the performance evaluation of the Directors, Chairperson, Audit Committee and Stakeholders Relationship Committee and the Board as a whole.

Further, as per the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the following is the matrix of skills and competencies on which all Directors are evaluated:

- Governance and Board service
- Business Understanding
- Risk/Legal/Regulatory Compliance
- Information Technology/ Accounting/Financial Experience
- Industry/Sector Knowledge
- Strategy development and implementation

The statement indicating the manner in which formal annual evaluation of the Directors, the Board and the Board level Committees are given in the report on Corporate Governance, which forms part of this Annual Report.

Familiarisation Programme for Directors

In addition to giving a formal appointment letter to the newly appointed Director on the Board, a detailed induction plan covering the role, function, duties, responsibilities and the details of compliance requirements expected from the director under the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given and explained to a new Director.

Pursuant to Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), conducting familiarization programmes for the

Directors in the Company is a continuous process, whereby Directors are informed, either through presentations at the Board or committee meetings, board notes, interactions or otherwise about industry outlook, business operations, business model, future strategies, business plans, competitors, market positions, products & new launches, internal and operational controls over financial reporting, budgets, analysis on the operations of the Company, role, rights, responsibilities of independent directors and any other relevant information. Pursuant to Regulation 46 of Listing Regulations, the details required are available on the Company's website at www.brightcomgroup.com.

Policy on Directors' Appointment, Remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of this annual report and is also hosted on the Company's website www.brightcomgroup.com.

Statutory auditors

M/s. PR Chandra & Co., Chartered Accountants, Hyderabad (Firm Registration No. 018985S) was appointed as Statutory Auditors of the Company for a period of one year, subject to the approval of shareholders in the ensuing 26th Annual General Meeting of the Company to be held on September 28, 2025.

Independent Auditors' Report(s) to the Members of the Company in respect of the Standalone Financial Statements and the Consolidated Financial Statements for the Financial Year ended March 31, 2025, form part of this Annual Report and contain some qualification(s) or adverse observations. The Board has duly examined the Statutory Auditors' Report to the consolidated and standalone financial statements, the clarifications are provided in the later part of this document.

There have been no instances of fraud reported by the Auditors including the Statutory of the Company under Section 143(12) of the Companies Act, 2013 and the Rules framed there under either to the Company or to the Central Government.

Adequacy of Internal Financial Control Systems & Risk Management

The company does not have in place adequate internal financial controls with reference to its financial statements. The details relating to internal financial controls and their adequacy and Risk Management are included in the Management Discussion and Analysis Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors, on recommendation of the Audit Committee, appointed Saurabh Poddar & Associates, Practicing Company Secretary, Hyderabad to undertake the Secretarial Audit of the Company. The Company has received a certificate from the Secretarial Auditor, inter-alia, confirming that their appointment is within the limits laid down by the Act and rules made thereunder, is as per the term provided under the Act, he is not disqualified for being appointed as Secretarial Auditor under the provisions of applicable laws and also that there are no pending proceedings against him involving matters of professional misconduct.

The Secretarial Audit Report for the Financial Year ended March 31, 2025, in Form MR-3 is annexed to the Board's Report - Annexure-1 and forms part of this Report. The Secretarial Auditors' Report to the Members of the Company for the Financial Year ended March 31, 2025, contains qualification(s) or adverse observations.

Compliance with Secretarial Standards on Board and Annual General Meetings

The Company has complied with applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Government of India under Section 118(10) of the Companies Act, 2013.

Extract of Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the annual return of the Company for the Financial Year 2024-25 can be accessed through the web link on the Company's website https://www.brightcomgroup.com/investors/

Code for prevention of Insider Trading

As per the SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct of Insider Trading. The Company has appointed Mr. Raghunath Allamsetty, Executive Director of the Company, as Compliance Officer for setting forth the procedures and implementation of the Code for trading in Company's Equity Shares. During the year under review, there has been a due compliance of the said Code.

Particulars of employees and related disclosures

During the current financial year 2024-25, Mr. Raghunath Allamsetty, Executive Director has been paid Rs.34.97 lakhs towards remuneration. No salary other than sitting fee is being paid to Independent Directors and hence the details as required to be disclosed under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration to Key Managerial Personnel) Rules, 2014 is not applicable. None of the employees of the Company is receiving a salary of more than Rs. 8.50 lakhs per month.

The information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request by any Member of the Company. In terms of Section 136 of the Companies Act, 2013, the Annual Report including the Board's Report and the Audited Accounts are being sent to the Members excluding the same. Any Member interested in obtaining a copy of the same may write to the Executive Director at the Registered Office of the Company.

Share Transfer System

Pursuant to Regulation 40 of SEBI (LODR) Regulations, 2015, as amended vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and Press Release No: 49/2018 dated 3rd December, 2018, shareholders may please note that, with effect from 1st April, 2019, transfer of shares (except transmission and transposition of shares) will be in dematerialized form only. Therefore, the shareholders are requested to dematerialize their shares in order to have a hassle-free transfer. Members can contact the Company or Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited for assistance in this regard.

Board's Response on Auditors Qualification, Reservation or Adverse Remark or Disclaimer Made

In response to the qualifications by the Statutory Auditors in Audit report, the Company's responses are given below:

Sl. No	Auditors Qualification	Directors Reply.
4.a.	As referred in Point No. 72, the company's investment in Ybrant Media Acquisition Inc, one of the subsidiaries of the company has negative equity/net worth indicating the existence of an indicator of impairment. But the company has	YMA used to own the asset, LYCOS Inc. That is currently under the receivership of the seller (Daum Corporation). The Holding Company is working with Daum

	neither impaired nor created any provision against the value of Investments in Ybrant Media Acquisition Inc.	Corporation to complete the acquisition and hence investment is not yet impaired.
4.b.	As referred in Point No. 177[e] "the company" has to disseminate the standalone financial statements of each of its subsidiaries on its website, for the period between FY 2014-15 and FY 2021-22.	The Company presented the Financial statements of its subsidiaries on its website and the same intimated to the Exchange as on April 28, 2023.
4.c.	The opening balances of Investments, receivables and payables with related to subsidiaries in standalone financial statements are subject to the confirmation of peer review auditor and due to its consequent effect, the closing balances thereof are also subject to variation.	The closing balances of investments, receivables, and payables relating to subsidiaries for the previous years are under review by the Audit Committee pursuant to SEBI's directions, and a peer review will be conducted, if considered necessary.
4.d.	provision for impairment of investments of Rs.16,886.81 lakhs made in M/s Vuchi Media Private Limited despite the fact that the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into.	1,40,70,000 Equity shares allotted to Vuchi Media are being annulled, the legal process is underway.
4.e.	on available information and may change, as the company has appealed against SEBI's interim order dated 22nd August 2023 and subsequent confirmatory order dated 28" February 2024. The proceedings are ongoing.	The proceedings are ongoing.
5.	Media Private Limited BCG has paid consideration to the tune of 29.83% by allotting 1,40,70,000 equity shares at a price of Rs.120.02. But later on, the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. In view of the	1,40,70,000 Equity shares allotted to Vuchi Media are being annulled, the legal process is underway.

	above cancellation of deal, the company has not considered M/s Vuchi Media Private Limited as an associate company in the consolidated financial statements.	
6.	SEBI has issued a show-cause notice and an interim order dated 13-04-2023, observing certain irregularities, followed by interim order dated 22-08-2023 and confirmatory order dated 28-02-2024. SEBI passed a final order (WTM/AN/CFID/CFID_4/31187/2024-25) dated 6th February, 2025 in relation to the 'Impairment of Assets' case. The Company filed a writ petition challenging the said order, which had imposed penalties under various provisions of the SEBI Act and the Securities Contracts (Regulation) Act. The Hon'ble High Court, upon perusal of the material on record, observed that there was no substantive evidence to justify the quantum of penalty imposed. Consequently, the Court has granted an interim suspension of the recovery of the penalty, while the remaining provisions of the SEBI order dated 06.02.2025 are pending adjudication. It may be noted that SEBI had earlier passed an interim order on 22nd August, 2023, and subsequently, a confirmatory order on 28th February, 2024 on certain other matters. This confirmatory order has been appealed by the company in SAT through appeal number 474 of 2024. The same is pending in SAT. we are not able to express an opinion on above issues covered, due to its pendency.	The proceedings are ongoing.

Listing Fees

The Company affirms that the annual listing fees for the year 2024-25 has been paid to both National Stock Exchange of India Limited (NSE) and BSE Limited.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are as follows:

A. Details of Conservation of Energy

The operations of your company do not consume high levels of energy. The Company uses electric energy for its equipment such as computer terminals, air conditioners, lighting and utilities in the work premises. Adequate measures have been taken to conserve energy by using energy-efficient computers and equipment with the latest technologies.

However, the requirement of disclosure of particulars with respect to conservation of energy as prescribed in the Section 134(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014 are not applicable to the Company and hence not provided.

B. Technology Absorption

The Information Technology (IT) and Information Technology Enabled Services (ITES) Industry are subject to high rate of technological obsolescence. The Company's business is Digital Marketing and Software Development. The change in the industry paradigm is dynamic. The Company is continuously updating these changes and constantly evaluating these developments to improve its capabilities towards the industry. Accordingly, research and development of new services, display advertising, platforms and methodologies, continue to be of importance to us. This allows us to enhance quality, productivity and customer satisfaction through continuous improvements and innovations. As part of the continuous thrust on R&D, the company is also focused on Solutions Research and Vertical Focus Research. These would identify new ideas which would enable business process improvement for customers and would be aligned with the business strategy and growth opportunities of the organization. Our R & D activities are not capital intensive and we do not specifically provide for the same in our books.

C. Foreign Exchange Earnings and outgo

The particulars of earnings and expenditure in foreign exchange during the year are given in notes to Standalone financial statements.

Business Responsibility Report

Regulation 34(2)(f) of the Listing Regulations mandates the inclusion of Business Responsibility Report ("BRR") as part of the Annual Report for top 500 listed companies which was thereafter amended to top 1000 listed companies with effect from December 26, 2019, based on market capitalization as on March 31 every year. In compliance with the Listing Regulations, BRR of your Company for the Financial Year 2024-25 is appended as Annexure – II to this Report.

Your Company strongly believes that sustainable and inclusive growth is possible by using the levers of environmental and social responsibility while setting aspirational targets and improving economic performance to ensure business continuity and rapid growth.

Investor Education and Protection Fund (IEPF)

In terms of Section 123, 124 and 125 of the Companies Act, 2013, the unclaimed dividends and shares wherein the dividends that are unclaimed for a period of seven consecutive years relating to the Final Dividend will be transferred to the IEPF Fund/Suspense account respectively. Further, as per the provisions of Section 125, the share(s) wherein the dividend is unclaimed for a period of consecutive seven (07) years will be transferred to the

suspense account as prescribed by the IEPF Rules, therefore the shareholders whose dividends are unclaimed for consecutive seven years from 2014-15 (list of the shareholders along with the unclaimed dividend details are available on the website of the Company www.brightcomgroup.com are requested to claim their unclaimed dividend at the earliest.

Shareholders are requested to ensure their dividends are encashed on time. In case of non-encashment of dividends, shareholders are advised to approach the Company or RTA to claim their unclaimed dividends.

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 are applicable to the Company. The Corporate Social Responsibility Committee of the Company meets the requirements of Section 135 of the Companies Act, 2013. The details of the composition of the Corporate Social Responsibility Committee as required under the provisions of Section 135 of the Companies Act, 2013 is given in the Corporate Governance Report which forms part of this Annual Report.

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, the brief outline of the Corporate Social Responsibility ('CSR') policy of the Company and the initiatives undertaken by the Company on the CSR activities during the year are given in Annexure-III to this report in the format prescribed in the Companies (Corporate Social Responsibility) Rules, 2014. The said policy is available on the Company's website at www.brightcomgroup.com.

As per the provisions of Section 135 of the Companies Act, 2013, 2% of average Net Profits of the Company for the immediately preceding three financial years calculated as per Section 198 of the Companies Act, 2013 works out to Rs. 0.00 Lakhs and the Company has spent Rs. 0.00 Lakhs on CSR activities in the areas of Education and Environmental Protection.

Significant and Material Orders

EBI has issued a show-cause notice and interim order dated 13-04-2023 in relation to Impairment of Assets carried on by the company. The company has preferred an appeal against this order and filed an appeal No.941 of 2023 with Securities Appellate Tribunal. Subsequently this appeal was withdrawn after SEBI issued a final order on February 6, 2025. The company, against this Final Order has challenged this order and filed a writ petition WP 8716 of 2025 with the Hon'ble High Court of Telangana. The Hon'ble High Court of Telangana has granted interim relief on the penalty portion and remaining parts are yet to be reviewed and court has observed "prima facie there is no evidence to substantiate the quantum of penalty to be levied on the petitioner and the matter requires examination and the order dated 06-02-2025, to extent of penalty as per Paragraph No.190 is not sustainable". The proceedings are ongoing.

SEBI has issued another interim order dated 22-08-2023 regarding Preferential Allotment of Shares and confirmatory order dated 28-02-2024 in the matter of Preferential Allotment of Shares. The company preferred appeal against this order and filed an appeal 942 of 2023 before Securities Appellate Tribunal. This appeal has been withdrawn subsequent to the issuance of Confirmatory Order on 28-02-2024 and appeal No. 474 of 2024 has been filed before the Hon'ble Securities Appellate Tribunal and the proceedings are ongoing.

Directors' Responsibility Statement

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of compliance certificate received from the executives of the Company and subject to disclosures in the Annual Accounts, as also on the basis of the discussion with the Statutory Auditors of the Company from time to time, and to the best of their knowledge and information furnished, the Board of Directors state that:

i. In preparation of the Annual Accounts for the year ended March 31, 2025, all the applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India and Companies Act, 2013 have been followed and there were no material departures.

ii. We have adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year ended March 31, 2025.

iii. We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. The Annual Accounts for the year ended March 31, 2025, has been prepared on a going concern basis.

v. The company does not have in place adequate internal financial controls with reference to its financial statements.

vi. The systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Acknowledgment

Your directors place on records their sincere appreciation and thanks for the valuable cooperation and support received from the employees of the Company at all levels, Company's Bankers, Associates, partners, clients, vendors, and Members of the Company and look forward for the same in equal measure in the coming years.

By order of the Board
For Brightcom Group Limited

Date: 09-01-2025
Place: Hyderabad

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

Annexure-I

Annexure(s) to the Directors' Report

SECRETARIAL AUDIT REPORT
FOR THE YEAR ENDED 31-03-2025

To
The Members,
Brightcom Group Limited,
CIN: L64203TG1999PLC030996
6-3-1086/VGT/101/B,
Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda,
Hyderabad, Telangana- 500082.

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Brightcom Group Limited (hereinafter called the company) a company registered under CIN: L64203TG1999PLC030996 and having its registered office at 6-3-1086/VGT/101/B,Vista Grand Towers, 1st Floor,Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Brightcom Group Limited ,books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2025, the company has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Brightcom Group Limited ("the Company") for the financial year ended on 31st March 2025 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under and did not comply with the provisions as follows:-

a. The company has not filed returns and Forms with the ROC, under different provisions of the Act like annual returns, appointment and cessation of directors , returns of deposit etc.

b. The company did not conduct the AGM of the company for the FY 2022-23 which was due on 30th September 2023 on time and violated the provisions of section 96 of the Act. The company conducted the AGM for FY 2022-23 on 21st November 2024 for which the company needs to compound the offence. Further the company did not conduct the AGM of the company for the FY 2023-24 which was due on 30th September 2024 on time and violated the provisions of section 96 of the Act. The company conducted the AGM for FY 2023-24 on 7th February 2025 for which the company needs to compound the offence

c. The Company has two Indian subsidiaries, which are private companies and as per the provision of section 2(71) of the Act, are deemed public companies. The companies have not complied with the provisions of public companies and violated the act.
d. Pursuant to the provisions of section 138 of the companies the company is required to appoint an Internal Auditor, which the company has not appointed.
e. Total dividend of Rs. 3,402.28 lakhs is pending for payment which pertains to various financial years.
f. There are no records of Investor Education Protect Funds (IEPF) maintained by the company.

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. The company has not filed Returns of Foreign Asset and Liabilities and Returns of Overseas Direct Investment with the Reserve Bank of India.

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
The Warrants & Share Allotment Committee has on 2nd October 2022 allotted 6,00,000 Equity Shares by converting warrants into equity for which listing approval is pending on both the Exchanges. However, the transaction has been cancelled by the shareholders of the Company in an EGM dated 30th April 2025 and reduction of share capital in the company. The company is in the process of getting -principal approval from the exchanges for the reduction of share capital.

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. During the review period, the Company has through postal ballot taken the shareholders' approval to float Employee Stock Option Scheme 2021 to grant Employee Stock Options to the employees of the Company & its Subsidiaries. And have created Brighton Group Employee Welfare and ESOP Benefit Trust for Secondary acquisition as per the provisions of SEBI (SBEB) Regulations, 2014.

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **The company was not required to comply with any provision of this guidelines as there were no listing of debt security by the company.**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **The company was not required to comply with any provision of this guidelines.** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **The company was not required to comply with any provision of these guidelines, as there were no buy-backs.**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The list of non compliance is stated below :-

(vi) The other allied acts as stated below:-

a) Information Technology Act, 2000 and the rules made thereunder.

I, have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India

(ii) The Listing Agreements entered into by the Company. The following are the list of non-compliances.:-

Annexure-A

Sl. No	Compliance Requirement	Regulation / Circular #	Deviations	Action Taken by Company	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the PCS	Management Response	Remarks
1.	The listed entity shall submit a compliance certificate to the exchange, duly signed by both the compliance officer of the listed entity and the authorised representative of the share transfer agent, wherever applicable, within [thirty days]	Regulation 7 (3) – of SEBI (LODR) 2015	Not filed that all activities in relation to share transfer facility are maintained either in house or by Registrar to an issue and share transfer agent registered with the Board.	--	Fine	Non-filing during stipulated period	-	Violation of regulation 7(3) of SEBI (LODR) 2015	---	NONE
2.	Statement of Investor complaints.	Regulation 13 (3) – of SEBI (LODR) 2015	The listed entity shall file with the recognized stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter.	--	Fine	Non-filing during stipulated period	-	Regulation 13 (3) – of SEBI (LODR) 2015	---	NONE

3.	The listed entity shall pay all such fees or charges, as applicable, to the recognised stock exchange(s), in the manner specified by the Board or the recognised stock exchange(s).	Regulation 14 of SEBI (LODR) 2015	The listing fee for 2024-25 was not paid on time.	--	-	Listing Fees has been paid now.	-	Regulation 14 – of SEBI (LODR) 2015	---	NONE
4.	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	Regulation 24(1) of SEBI (LODR) 2015	No Independent Director was appointed as Director of material subsidiaries of the company, Dream Ad – Argentina, Online Media Solutions Limited, Israel, Frontier Data Management Inc. USA. from 4th May 2024 till 15th January 2025.	-	-	Independent director was appointed as Director on the Boards of the material subsidiaries of the company on January 15, 2025.	-	Regulation 24(1) of SEBI (LODR) 2015	---	NONE
5.	The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.	Regulation 24(3) of SEBI (LODR) 2015	Minutes of the meetings of the board of directors of the unlisted subsidiary were not placed at the meeting of the board of directors of the listed entity.	-	-	Minutes of the meetings of the board of directors of the unlisted subsidiary were not placed	-	Regulation 24(3) of SEBI (LODR) 2015	---	NONE
6.	The listed entity shall submit a	Regulation	The quarterly returns for the financial year were not filed in	-	-	The quarterly	-	Regulation 27(2)	---	NONE

	quarterly compliance report on corporate governance in the format as specified by the Board from time to time to the recognised stock exchange(s) within 165[twenty one] days from 166[the end of each] quarter.	27(2)– of SEBI (LODR) 2015	stipulated time.			returns for the financial year were not filed in stipulated time.		of SEBI (LODR) 2015		
7.	Financial Results.	Regulat ion 33 – of SEBI (LODR) 2015	The company has not disclosed the quarterly results for Q1,Q2,Q3 and Q4 during the stipulated period for FY 2024-25.	-	-	The results are declared.	-	Regulati on 33 of SEBI (LODR) 2015	---	NO NE
8.	The listed entity shall ensure that certificate mentioned at sub-regulation (9), shall be filed with the stock exchange(s) simultaneously.	Regulat ion 40 (10) – of SEBI (LODR) 2015	The company did not file the certificates from PCS on the Exchanges	-	-	Non- filing of the Stock Exchanges	-	Regulati on 40(10) of SEBI (LODR) 2015	---	NO NE
9.	The listed entity shall maintain a functional website containing the basic information about the listed entity.	Regulat ion 46 of SEBI (LODR) 2015	Certain disclosures are not uploaded on the website	-	-	Certain disclosures are not uploaded on the website	-	Regulati on 46 of SEBI (LODR) 2015	---	NO NE
10	Reconciliation of Share Capital Audit	SEBI-DP	Not filed for the Q1,Q2 ,Q3 and Q4 on time.	-	-	Filed after due date	-	SEBI-DP	-	NO NE

		Reg.55A)						Reg.55)		
11.	The Structural Digital Database as per Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which inter alia required SDD to be maintained by all listed and proposed to be listed entities.	Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Structured Digital Database (SDD) not maintained for some part of the year			Structured Digital Database (SDD) updated	-	Structured Digital Database (SDD)	-	NONE

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observation:

1. Considering the SEBI's Interim order cum show-cause notice dated 13th April, 2023 we have made the following observations:

   A. SEBI vide its letter dated 13.04.2023 has ordered company to undertake examination of its financial statements for the period 2014-15 to 2021-22 by a peer-reviewed Chartered Accountant, to ensure that the same are in compliance with all the applicable accounting standards and submit the statement of impact of all the non-compliances. To this extent the current year's opening balances and consequent effect on the closing balances thereof are subject to the verification and confirmation by the peer review auditor.(Refer SEBI Order No WTM/ASB/CFID/_4/25730/2023-24 point no 177(b)).

   B. The Company's revenue is predominantly derived from its foreign branch in the USA, which constitutes a significant portion of its financial performance. In his regard, we have relied upon the financial statements of the said foreign branch, which have been confirmed by a Certified Public Accountant (CPA) in the USA. No audit procedures with respect to the financial statements of the foreign branch have been carried out by us, and we have placed reliance solely on the financial statements confirmed by the US CPA.

   C. Considering the SEBI's Interim order cum show-cause notice dated 13th April, 2023 we have made the following observations:
   a) As referred in Point No. 72, the company's investment in Ybrant Media Acquisition Inc, one of the subsidiaries of the company has negative equity/net worth indicating the existence of an indicator of impairment. But the company has neither impaired nor created any provision against the value of Investments in Ybrant Media Acquisition Inc.

   b) As referred in Point No. 177[e] "the company" has to disseminate the standalone financial statements of each of its subsidiaries on its website, for the period between FY 2014-15 and FY 2021-22.

   c) The opening balances of Investments, receivables and payables with related to subsidiaries in standalone financial statements are subject to the confirmation of peer review auditor and due to its consequent effect, the closing balances thereof are also subject to variation.

   d) The promotors shareholding is based on available information and may change, as the company has appealed against SEBI's interim order dated 22nd August 2023 and subsequent confirmatory order dated 28th February 2024. The proceedings are ongoing.

   e) "The company" has still not made any provision for impairment of investments of Rs.16,886.81 lakhs made in M/s Vuchi Media Private Limited despite the fact that the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. And also 1,40,70,000 equity shares allotted to M/s Vuchi Media Private Limited are pending for cancellation subject to the legal process completion.

D. SEBI has issued a show-cause notice and an interim order dated 13-04-2023, observing certain irregularities, followed by interim order dated 22-08-2023 and confirmatory order dated 28-02-2024. SEBI passed a final order (WTM/AN/CFID/CFID_4/31187/2024-25) dated 6th February, 2025 in relation to the 'Impairment of Assets' case. The Company filed a writ petition challenging the said order, which had imposed penalties under various provisions of the SEBI -- Act and the Securities Contracts (Regulation) Act. The Hon'ble High Court, upon perusal of the material on record, observed that there was no substantive evidence to justify the quantum of penalty imposed. Consequently, the Court has granted an interim suspension of the recovery of the penalty, while the remaining provisions of the SEBI order dated 06.02.2025 are pending adjudication. It may be noted that SEBI had earlier passed an interim order on 22nd August, 2023, and subsequently, a confirmatory order on 28th February, 2024 on certain other matters. This confirmatory order has been appealed by the company in SAT through appeal number 474 of 2024. The same is pending in SAT. we are not able to express an opinion on above issues covered, due to its pendency.

2. The standalone Ind AS financial statements of the Company for the year ended 31st March, 2024 are subject to variation pursuant to SEBI's observations/directions, which may have a consequential effect on the closing balances as at 31st March, 2025

3. There are instances in which the company was required to file documents and reports to the Central Government and the stock exchanges which the company has done in some cases by paying late fine.

4. **Qualifications in case of subsidiaries mentioned below:**

Considering the SEBI's Interim order cum show cause notice dated 13th April 2023 we have made the following observations:

(a). As referred in Point No. 140[a] and 177(b), the order states that the company has wrongly capitalized expenditure incurred during the research phase and research-cum-development phase of the creation of intangible assets and has suggested that the expenditures may either get capitalized directly or get recognized as current assets initially and then get reclassified as Intangible assets under development or intangible asset and also SEBI has directed the company to undertake examination of its consolidated financial statements for the period 2014-15 to 2021-22 by a peer-reviewed Chartered Accountant, to ensure that the same are in compliance with all the applicable accounting standards and submit the statement of impact of all the non-compliances within three months from the date of the order. To this extent the current year's opening balances and consequent effect on the closing balances thereof are subject to the verification and confirmation by the peer review auditor.

(b). As referred in Point No. 177(f), the company has to ensure that at least eighty percent of each of the consolidated revenue, assets and profits, respectively, is subjected to audit and as referred in point no. 177(b), the subsidiaries financial statements for the FYs 2014-15 to 2021-22 are subject to the verification and certification by a peer-reviewed chartered accountant within three months from the date of order. Since the company is in the process of getting the subsidiaries financial statements certified by a peer -reviewed chartered accountant, the opening balances are subject to variation and due to its consequent effect, the closing balances as on 31.03.2024 are also subject to variation. On account of this the audited financial statements of subsidiaries are yet to be reviewed by a peer reviewed chartered accountant. In view of the same we are unable to comment upon the true and fair view of the

consolidated financial statements of the group.

5. In the process of acquiring M/s Vuchi Media Private Limited BCG has paid consideration to the tune of 29.83% by allotting 1,40,70,000 equity shares at a price of Rs.120.02. But later on, the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. In view of the above cancellation of deal, the company has not considered M/s Vuchi Media Private Limited as an associate company in the consolidated financial statements.

I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. There are no change in the composition of the Board of Directors, that had taken place during the period under review

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that there are no adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and the said have been reported by the statutory auditors of the company in their report.

I further report that during the audit period there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

For M/s. Saurabh Poddar & Associates
Company Secretaries
FIRM UIN: S2012AP177700

Name: Saurabh Poddar
Membership No: FCS 9190
COP No: 10787
PR : 6415/2025 dated 07-02-2025
UDIN: F009190G001161143

Date: 01-09-2025
Place: Hyderabad

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
M/s. Brightcom Group Limited
Hyderabad

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, I have obtained Management Representation about the compliance of laws, rules and regulations and happening of events, etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.

6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M/s. Saurabh Poddar & Associates
Company Secretaries
FIRM UIN: S2012AP177700

Name: Saurabh Poddar
Membership No: FCS 9190
COP No: 10787
PR : 6415/2025 dated 07-02-2025
UDIN: F009190G001161143

Date: 01-09-2025
Place: Hyderabad

Annexure – II

Business Responsibility Report

As per Regulation 34(2)(f) of the Listing Regulations, 2015

Section A: General Information about the Company

1	Corporate Identity Number (CIN) of the Company	L64203TG1999PLC030996
2	Name of the Company	Brightcom Group Limited
3	Registered Office of the Company	6-3-1086/VGT/101/B,Vista Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082.
4	Website	https://www.brightcomgroup.com/
5	E-mail id	ir@brightcomgroup.com
6	Financial Year reported	Financial year ending 31st March, 2025
7	Sectors that the company is engaged in (Industrial Activity code-wise)	Digital Marketing & Advertising Technology NIC Code: 9983
8	List three key products/services that the company manufactures/provides (as in Balance sheet)	Ad operations, Campaign management for online ads, data analytics of consumer response online, Advertising Platform support - Programmatic
9	Total number of locations where business activity is under taken by the Company	Our office in India is located in Hyderabad. Our international offices are located at San Jose, CA; Boston, US; Herzliya-Israel; Singapore; UAE; Sidney-Australia; Mexico City-Mexico; Chile, Buenos Aires -Argentina; Belgrade-Serbia; Berlin-Germany; Brasilia-Brazil; Montevideo, Paraguay; Asuncion-Paraguay, UK; France
	a) Number of International Locations (Provide details of major 5)	
	b) Number of National Locations	
10	Markets served by the Company	National & International

SECTION B: Financial Details of the Company

1	Paid up Capital (INR)	403,70,43,746
2	Total Turnover (INR)	514,665.70 lakhs
3	Total Profit after taxes (INR)	71,003.81 lakhs
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	Rs. 0.00 lakhs 2% < as percentage of profit after tax
5	List of activities in which expenditure in 4 above has been incurred:-	Education and Environmental Protection

Section C: Other Details

1	Does the Company have any subsidiary Company / Companies	Yes, The Company has 2 wholly owned Indian subsidiaries and 14 foreign subsidiaries.
2	Do the Subsidiary Company/companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s)	No, However Certain business responsibility initiatives in the area of ethics, transparency and accountability, sustainable use of resources, wellbeing of employees are also being followed by its subsidiaries.
3	Do any other entity/entities (e.g., supplies, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company. If yes, then indicate the percentage of such entity/entities (Less than 30%, 30-60%, more than 60%)	The Company does not mandate its suppliers/distributors to participate in the Company's BR initiatives. However, it encourages them to adopt such practices while conducting their business. Most of the suppliers, vendors, agents, consultants, contractors and third parties (More than 60%), who have business relationships with the Company, are contractually bound to abide by the Code of Conduct, Whistle Blower Policy and performance standards. In this capacity they are involved and participate in the Business Responsibility initiatives of the Company.

Section D: Business Responsibility Information - OTHER DETAILS

1. Details of Director/Directors responsible for BR[1]

a) Details of the Director/Director responsible for implementation of the BR policy/policies.

i. Name : M Suresh Kumar Reddy
ii. Designation : Chairman and Managing Director
iii. DIN Number : 00140515

b) Details of the BR Head

i. Name : M Suresh Kumar Reddy
ii. Designation : Chairman and Managing Director
iii. DIN Number : 00140515
iv. Telephone Number : +91 (40) 67449910
v. E-mail id : ir@brightcomgroup.com

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:

Principle 1: **Ethics, Transparency & Accountability** - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Principle 2: **Product Lifecycle Sustainability** - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Principle 3: **Employee Well Being** - Businesses should promote the wellbeing of all employees.

Principle 4: **Stakeholder Engagement** - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Principle 5: **Human Rights** - Businesses should respect and promote human rights.

Principle 6: **Preservation of Environment** - Business should respect, protect, and make efforts to restore the environment.

Principle 7: **Responsible Advocacy** - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8: **Inclusive Growth & Equitable Development** - Businesses should support inclusive growth and equitable development.

Principle 9: **Customer Value** - Businesses should engage with and provide value to their customers and consumers in a responsible manner.

a) Details of Compliances

No.	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / Policies for	Y	Y	Y	Y	Y	Y	NA	Y	Y
2	Has the Policy being formulated in consultation with the relevant stakeholders	All the policies are in comparable with the best practices in the industry.								
3	Does the policy conform to any national / international standards? If yes, Specify? (50 words)	The Company is abiding by the various laws while framing the policies, the best practices are taken into account								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	The policies have been approved by the Chairman and Managing Director and certain policies are approved by the Board								
5	Does the company have a specified committee of the Board / Director /Official to oversee the implementation of the Policy?	Y	Y	Y	Y	Y	Y	NA	Y	Y
6	Indicate the link for the policy to be viewed online?	Many of the policies are available on the website of the Company www.brightcomgroup.com and the policies which are internal to the Company are								

		available on the Intranet of the Company.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	NA	Y	Y
8	Does the company have in-house structure to implement the policy / policies	Y	Y	Y	Y	Y	Y	NA	Y	Y
9	Does the company have grievance redressal mechanism related to the Policy / Policy to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	NA	Y	Y
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	NA	NA	Y	NA	NA	Y	NA	Y	NA

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why:

No.	Question	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the principles	**Not Applicable**								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for a task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)	The Company does not have a need to frame/ incorporate the said policy into the frame work of the Company, the same will be taken up basis the requirement.								

3. Governance related to Business Responsibility (BR):

a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year?

Reviewed by the Board of Directors annually. However, Chairman & Managing Director will review the same at regular intervals with concerned stakeholders / Senior Management team.

b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company publishes the Business Responsibility Report in accordance with SEBI guidelines and it will form part of the Annual Report.

Section E: Principle-Wise Performance:

Principle 1: Business should conduct and govern themselves with ethics, transparency and Accountability

Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company does not have a separate policy relating to ethics, however issues regarding the same form an integral part of the Company's Codes of Conduct (Code of Conduct for Employees, Code of Conduct for Directors and designated employees). Efficient conduct of business of the company through commitment to transparency and business ethics in discharging its corporate responsibilities are hallmarks at BCG.

Suppliers/Contractors/others are advised to follow the Quality Policy, Whistle Blower Policy and other key policies which form a major attribute maintaining a business relationship with Company.

How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide details thereof: in about 50 words or so.

Brightcom Group Limited strongly emphasis on serving its customers with the best quality services. The Company not only believes in delivery of quality services but also believes in on-time service to all its customers. All the Customer complaints which were received have been resolved in adequate time and proposed improvements incorporated into the processes and the Company makes sure that no complaints are pending at the end of the financial year.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

At Brightcom Group, we believe in improving and maintaining ecological balance by monitoring, tracking and controlling environmental impact at our workplaces by adopting sustainable practices and procedures. We shall strive continually to improve our environment, occupational health and safety performance.

Being a Company engaged majorly in Service sector and product development, we always encourage as to procure required limited materials from local and small-scale units, because it approachable easily and frequent monitoring can be done in respect of quality and supplies. Our packing material in terms of value is procured from local sources.

The Company also believes in proper and efficient waste disposal by giving due weightage to disposal of E-waste/hazardous waste, which is disposed of in an environmentally friendly manner for preservation of the society.

Principle 3: Businesses should promote the wellbeing of all employees

How do we respect and promote the well-being of all our employees?

Our pro-activeness in setting up a crisis management team, robust business continuity processes, and infrastructure at Brightcom ensured uninterrupted services to our customers while maintaining health and safety of all the employees. Considering well-being of

employees, we launched various initiatives where people can seek counsel to their stress, anxieties and fears.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Has the Company mapped its internal and external stakeholders? Yes/No

Yes, we have mapped our internal and external stakeholders including employees, customer's suppliers, community and regulators.

We have supported the local community through our Corporate Social Responsibility and social development activities.

We have shared with our Investor & Shareholders, the AGM, Investor Presentations, Investor Calls, Investor Meetings, Investor Communications (e-Mails, Notices, paper adds and BSE & NSE web portals) and Media interviews etc.

To our Employees, we have Internal Employee Communications, HR Portal, News Letters, Employee Gatherings, Team Building Activities and other employee engagements activities.

Company believes in improved health, education, environment and accordingly has undertaken several programs and initiatives to the disadvantaged, vulnerable and marginalized population living in the local community. To achieve the same, Company has a well-formulated CSR policy. During the year the Company has taken up activities i.e., IT training to graduate freshers in various softwares including Artificial Intelligence, soft skills like communication, client management etc.

Principle 5: Businesses should respect and promote human rights

Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

BCG acknowledges and respects human rights of all its stakeholders and groups at the workplace. The Company is committed to ensuring that people are always treated with dignity and respect. We have embraced Human Rights virtues in our Human Resources policies including Code of Conduct, Whistle Blower policy, etc. to uphold human rights within our organisation and we continue to make employees aware of human rights-related issues.

Human Rights are embedded in various policies of the Company i.e., Code of Conduct, POSH Policy, Whistle Blower Policy, Human Rights Policy, which extends to the employees/resources hired from outsourced agencies and other stakeholders engaging with the Company and the Company is committed to ensuring that people are treated with dignity and respect. We continue to make our contractor, customers, suppliers, etc. aware of human rights-related issues

Principle 6: Business should respect, protect, and make efforts to restore the environment

Does the policy relate to Principle 6 cover only the Company or extends to the Group/ Joint Ventures/Suppliers/ Contractors/ NGOs/ others?

It extends only to the Company. However, the Company encourages all its stakeholders ensure the compliance with all governmental laws related to Environment and Health and Safety.

The Environmental risk assessment is being done on periodic basis.

At present the company does not have any projects of clean development mechanism.

During the FY 2024-25, the Company has not received any show cause/ legal notices from CPCB/ SPCB.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with? *Yes. Company is a member of FTAPCCI*

Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes, specify the board areas (drop box: Governance and administration, Economic Reforms, inclusive Development Policies, energy security, water, Food Security, sustainable Business Principles, Others): ***No***

Principle 8: Businesses should support inclusive growth and equitable development.

At BCG, we believe that, irrespective of whether a company is polluting or non-polluting, protection of environment should be the concern of every socially responsible organisation. Each company must take steps to make sustainable use of resources, establish a healthy and safe working environment, maintain ecological balance, take proactive steps to minimise waste generation and preserve environment.

During the year under review, Company has spent over the environmental protection and educational infrastructure. The programs have been undertaken by in-house teams. We review our projects on periodic basis to assess the projects against the project deliverables.

This information has been provided under CSR Report of the Company which forms a part of this Annual Report.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Brightcom Group Limited has standard operating procedure to acknowledge, investigate and respond to any product quality related complaints / query. Dedicated investor relations team, complaints handling teams across the group ensure that detailed investigation is performed for all complaints/queries received and appropriate action is taken wherever necessary within the stipulated time frames. We do not have any consumer cases in this financial year.

No cases with respect to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years are filed by any stakeholders against the Company and there are nil cases pending as on end of financial year.

We undertake customer satisfaction survey through consistent visit/ interaction with the customers.

Annexure – III

Annual Report on Corporate Social Responsibility (CSR) activities

(Pursuant to Section 135 of the Companies Act, 2013 and Rules made thereunder) As per Regulation 34(2)(f) of the Listing Regulations, 2015

1. **Brief outline on CSR Policy of the Company:**

To actively contribute to the social and economic development of the communities in which we operate and, in the process, build a better, sustainable way of life for the weaker sections of society and to contribute effectively towards inclusive growth and raise the country's human development index.

Our projects mainly focus on Education, Infrastructure development and Environment development. The Board of Directors have adopted a CSR Policy in line with the Section 135 of the Companies Act, 2013.

2. **Composition of CSR Committee:**

The composition of the Committee as at March 31, 2025 is as below:

Name	Position	Category
Mr. P LEO Ganesan	Chairman	Independent Director
Mr. Raghunath Allamsetty	Member	Executive Director
Ms. Deepika Daliya	Member	Independent Director

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

The CSR policy of the Company is available on our website www.brightcomgroup.com

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).** *Not Applicable*

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

Financial Year	Amount available for set-off from preceding financial	Amount required to be setoff for the financial year, if any (in Rs)
Not Applicable		

6. **Average net profit of the company as per section 135(5): Rs. 0.00 lacs**

7. **CSR Requirement:**

Sr. No.	Particulars	Amount (Rs. in Lacs)
a	Two percent of average net profit of the company as per	Rs. 0.00 lacs

	Section 135(5)	
b	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	NIL
c	Amount required to be set off for the financial year, if any	NIL
d	Total CSR obligation for the financial year (7a+7b-7c).	Rs. 0.00 lacs

8. CSR Spend:

a) CSR amount spent or unspent for the financial year:

Total amount spent for the financial year 2022-23	**Amount unspent (in Rs.)**				
	Total amount transferred to unspent CSR account as per Section 135(6) of the Act		**Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)**		
	Amount	**Date of Transfer**	**Name of the fund**	**Amount**	**Date of Transfer**
Rs. 0.00 lacs	Not Applicable				

b) Details of CSR amount spent against ongoing projects for the financial year: NA

c) Details of CSR amount spent against other than ongoing projects for the financial year: Rs.0.00 lakhs.

d) Amount spent in Administrative Overheads: Nil

e) Amount spent on Impact Assessment, if applicable: NA

f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 0.00 lacs

g) Excess amount for set off, if any: N.A.

Sl. No.	**Particulars**	**Amount (Rs. in lakhs)**
i.	Two percent of average net profit of the Company as per section 135(5)	NIL
ii.	Total amount spent for the financial year	NIL
iii.	Excess amount spent for the financial year (i-ii)	NIL
iv.	Surplus arising out of the CSR Projects or programs or activities of the previous financial years, if any	NIL
v.	Amount available for set off in succeeding financial years (iii-iv)	NIL

9. (a) Details of unspent CSR amount for the preceding three financial years:

Sl. No.	**Preceding financial year**	**Amount transferred to unspent CSR Account under Section 135(6) (in Rs. lakhs)**	**Amount spent in the reporting financial year (in Rs lakhs)**	**Amount transferred to any fund specified under Schedule VII as per section 135(6), if any**			**Amount remaining to be spent in succeeding financial years (in Rs lakhs)**
				Name of the fund	**Amount in Rs lakhs**	**Date of Transfer**	

Not Applicable

b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial years:

Sl. No.	Project Id	Name of the Project	Financial year in which project was commenced	Project duration	Total amount allocated for the project (in Rs)	Amount spent on the project in the reporting Financial year (in Rs.)	Cumulative amount spent at the end of reporting financial year (in Rs.)	Status of the project- completed/ ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): *Not applicable*

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profits as per section 135(5): *Not applicable*

REPORT ON CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

In compliance with Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company sets forth the report on the Corporate Governance on the matters as mentioned in the said schedule and practices followed by the Company.

Company's Philosophy on Corporate Governance

The Company implements and practices the principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability consistently being followed in all its business practices and dealings.

The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit.

BOARD OF DIRECTORS

Composition of the Board

The Board of Directors has an optimum combination of Executive and Non-Executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations.

The Chairman of the Board of Directors is an Executive Director.

The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

Every Independent Director, at the first meeting of the Board in which she/he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration under Section 149(7) of the Act that she/he meets the criteria of independence as required under Section 149(6) of the Act and as per Regulation 16(1)(b) of the SEBI (LODR) Regulations.

The Company provides information as set out in Regulation 17 read with Part A of Schedule II of the SEBI (LODR) Regulations to the Board and the Board Committees to the extent applicable. The Composition of the Board of Directors as on March 31, 2025, with their attendance at the Board Meetings held during the year 2024-25 and at the last Annual General Meeting are as detailed below:

Name of the Director	Category of Directorship	Number of Board meetings attended during the year 2024-25	Attendance at the last AGM held on February 7, 2025	Number of directorships in other public companies #		Number of committee Positions held in this & Other public companies @	
				Director	Chairman	Member	Chairman
Mr. Raghunath Allamsetty	Additional (Executive)	16	Yes	NIL	NIL	5	NIL

DIN: 00060018	Director						
Mr. P LEO Ganesan DIN: 08983194	Independent & Non-Executive	12	Yes	NIL	NIL	5	2
Mr. Paladugu Venkata Subbarao DIN: 10844145	Independent & Non-Executive	9	Yes	NIL	NIL	5	4
Ms. Deepika Daliya DIN: 10844736	Independent & Non-Executive	9	Yes	NIL	NIL	3	NIL
Mr. Ali Akber Bakir Bhoy Mamuwala DIN: 07428015	Independent & Non-Executive	4	Yes	NIL	NIL	NIL	NIL
Mr. Shrikant Gehlot DIN: 10909404	Independent & Non-Executive	2	Yes	NIL	NIL	NIL	NIL

#excludes directorships in Indian private limited companies, foreign companies, companies under Section 8 of the Companies Act, 2013 and Alternate Directorships.
@ Committees Member column also includes Chairmanship.

None of the other directors are related to any other director on the Board.

None of the Directors of the Company are on the Boards of more than Ten Public Companies /overall Twenty Companies (including Private Limited Companies but excluding Companies incorporated outside India and Companies incorporated under Section 8 of the Companies Act, 2013).

There were no shares held by Non-Executive Directors (comprising of only independent directors) as on March 31, 2025.

The Company conducts Familiarization Programme for the Board Members and particularly for Independent Directors to enable them to be familiarized with the company, its management and its operations to gain a clear understanding of their roles, rights and responsibilities for enabling their contribution to the Company. Details of the familiarization programmes are hosted on www.brightcomgroup.com.

Board Meetings

The Company convened minimum one Board Meeting in each quarter as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company ensured the gap between two Board Meetings has not exceeded One Hundred and Twenty Days.

The Board of Directors met Nineteen times during the financial year 2024-25.

Sl. No.	Date of Board Meeting		Sl. No.	Date of Board Meeting
1	May 04, 2024		2	June 08, 2024
3	June 11, 2024		4	June 28, 2024
5	July 31, 2024		6	August 7, 2024

7	August 11, 2024		8	August 24, 2024
9	October 24, 2024		10	November 20, 2024
11	November 30, 2024		12	December 01, 2024
13	December 8, 2024		14	December 12, 2024
15	December 22, 2024		16	January 10, 2024
17	January 16, 2025		18	February 14, 2025
19	March 28, 2025			

Key Board qualifications, skills, expertise and attributes of the Board of Directors of the Company:

The Board has identified the following skills/expertise/ competencies fundamental while nominating candidates to serve on the Board.

- Expertise in Digital Ads, AI, IOT etc.
- Expertise in HR and Legal related matters.
- Sound knowledge of accounting, finance, banking, tax laws etc.
- Experience in developing and implementing good corporate governance practices.
- Quality of leadership, planning, management, risk assessment etc.

The table below summarizes the key qualifications, skills, expertise and attributes of the Board of Directors of the Company:

Name of the Director	Qualifications	Area of expertise and skills
Mr. Raghunath Allamsetty	B.Tech	Information Technology
Mr. Paladugu Venkata Subba Rao	Company Secretary	Corporate law, regulatory liaison, and board advisory functions
Mr. P LEO Ganesan	M. Tech	Engineering
Ms. Deepika Daliya	MBA	Strategic Financial Management
Mr. Ali Akber Bakir Bhoy Mamuwala	B.Tech	Marketing and Business Management
Mr. Shrikant Gehlot	MBA	Sales, Business Development and Strategic Planning

Independent Directors Meeting

During the year 2024-25, all the Independent Directors of the Company met separately on February 14, 2025 without the presence of other Directors or Management representatives, to review the performance of the Non-Independent Directors, the Board and the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board.

Code of Conduct

The Board of Directors of the Company laid Code of Conduct for Directors and senior management personnel. The Code of Conduct is posted on the Company's website www.brightcomgroup.com. All

Directors and designated personnel in the senior management affirmed compliance with the Code for the year under review. The declaration to this effect furnished by Mr. Raghunath Allamsetty, Executive Director is annexed to this report.

BOARD COMMITTEES:

The Company has six Board level Committees, namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee, and Risk Management Committee.

I. Audit Committee:

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI (LODR) Regulations, 2015 and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with the SEBI (LODR) Regulations, 2015. The responsibilities of the Committee include review of the quarterly and annual financial statements before submission to Board, review and approval of related party transactions, review of compliance of internal control system, overseeing the financial reporting process to ensure transparency, sufficiency, fairness and credibility of financial statements, statement of deviations, if any, etc. The Committee also reviews the functioning of whistle blower & Vigil mechanism.

The Audit Committee investigates the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015 and provisions of Section 177 of the Act.

The Audit Committee comprises of three non-executive independent directors and one executive director having financial management expertise. The Chairman of the committee is an independent director, elected by the Members of the Committee.

Seven meetings of the Audit Committee were held during the year viz. on June 11, 2024, August 11, 2024, August 24, 2024, December 1, 2024, December 12, 2024, February 14, 2025, and January 10, 2025 respectively.

The composition of the Audit Committee and details of their attendance at the meetings as at March 31, 2025 are as follows:

Name	Position	Category	No. of Meetings Attended
Mr. Paladugu Venkata Subbarao	Chairman	Independent & Non-Executive Director	4 of 7
Mr. Raghunath Allamsetty	Member	Executive Director	6 of 7
Mr. P LEO Ganesan	Member	Independent & Non-Executive Director	4 of 7

II. Nomination and Remuneration Committee:

The terms of references of the Nomination & Remuneration Committee includes recommendation to the Board about appointment of directors, remuneration to Managing Director(s) and Executive Director(s), approval of stock options to employees, evaluation of the performance of the Directors and such other functions as may be delegated by the Board, from time to time.

For the year under review, four meetings of the Committee were held i.e., June 11, 2024, December 12, 2024, January 10, 2024 and January 16, 2024.

The composition of the Committee and the attendance details of the members as at March 31, 2025 are given below:

Name	Position	Category	No. of Meetings Attended
Mr. P LEO Ganesan	Chairperson	Independent & Non-Executive Director	3 of 4
Mr. Paladugu Venkata Subbarao	Member	Independent & Non-Executive Director	3 of 4
Ms. Deepika Dalia	Member	Independent & Non-Executive Director	3 of 4

Board Evaluation

Pursuant to provisions of The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, annual performance evaluation of the Directors including Chairman, Board and its Committees has been carried out. The Nomination and Remuneration Committee reviews the said Performance Evaluation on an annual basis. The Performance evaluation of Independent Directors was carried out by the entire Board of Directors without participation of the directors who are subject to the evaluation.

Remuneration of Directors

There was no pecuniary relationship or transaction between the Non-Executive Directors and the company during the financial year 2024-25.

The role of Non-Executive/Independent Directors of the Company is not just restricted to corporate governance or outlook of the Company, but they also bring with them significant professional expertise and rich experience across the wide spectrum of functional areas such as marketing, technology, corporate strategy, legal, finance and other corporate functions. The Company seeks their expert advice on various matters in technology, legal or Intellectual property from time to time.

Payment criteria of non-executive directors are given in the Nomination and Remuneration Policy. The same is displayed in the 'Investor info' section of Company's website www.brightcomgroup.com.

The details of remuneration covering salary and other benefits paid for the year ended March 31, 2025, to the Managing Director and the Whole time Director of the Company and the details of the sitting fee paid to the Non-Executive Directors are as follows:

Name	Remuneration paid (Rs.)	Sitting fee paid during the period ended 31.03.2025 (Rs.)	No. of Shares held as on 31.03.2025
Dr. K. Jayalakshmi Kumari	NIL	10,000	NIL
Dr. Surabhi Sinha	NIL	10,000	NIL
Dr. Radhakishore	NIL	10,000	NIL

Pandrangi			
Mr. Kallol Sen	NIL	90,000	NIL
Dr. Sambhavi Vedantam Murthy	NIL	90,000	NIL
Mr. Ravi Chandran	NIL	90,000	NIL
Mr. Raghunath Allamsetty	34,97,000	NIL	NIL
Mr. Ram Sharma	NIL	70,000	NIL
Dr. Chandrika Setu Sharma	NIL	70,000	NIL
Mr. Satyanarayana Yadavally	NIL	1,10,000	NIL
Mr. P LEO Ganesan	NIL	2,20,000	NIL
Mr. Paladugu Venkata Subba Rao	NIL	1,90,000	NIL
Ms. Deepika Daliya	NIL	1,30,000	NIL
Mr. Ali Akber Bakir Bhoy Mamuwala	NIL	40,000	NIL
Mr. Shrikant Gehlot	NIL	30,000	NIL

* Dr. K. Jayalakshmi Kumari, (DIN # 03423518) resigned as an Independent Director w.e.f May 04, 2024.

** Dr. Surabhi Sinha, (DIN # 07354441) resigned as an Independent Director w.e.f May 04, 2024

*** Mr. Radhakishore Pandrangi, (DIN # 06664969) resigned as an Independent Director w.e.f May 04, 2024.

**** Mr Kallol Sen (DIN #0067018) has resigned as an Executive Director w.e.f. August 11, 2024

***** Mr. Ravichandran (DIN # 07027731) has resigned as an Independent Director w.e.f. August 11, 2024.

****** Dr. Shambhavi Vedantam Murthy (DIN # 10614482) has resigned as an Independent Director w.e.f. August 11, 2024.

******* Mr. Ram Sharma (DIN # 06747944) has resigned as an Independent Director w.e.f. November 23, 2024.

******** Dr. Chandrika Setu Sharma (DIN # 10753180) has resigned as an Independent Director w.e.f. November 23, 2024.

********* Mr. Satyanarayana Yadavally (DIN # 07583181) has resigned as an Independent Director w.e.f. December 23, 2024.

III. Stakeholders Relationship Committee:

The Committee deals with the noting transfer/transmission of shares, review of dematerialized/rematerialized shares and all other related matters to shares.

The Chairperson of the Committee Dr. Surabhi Sinha is an Independent & Non-Executive Director.

Five meetings of the Stakeholders Relationship Committee were held during the year on June 11, 2024, August 11, 2024, August 24, 2024, December 1, 2024 and January 10, 2025.

The composition of the Committee and the attendance details of the members as at March 31, 2025 are given below:

Name	Position	Category	No. of Meetings Attended
Mr. Paladugu Venkata Subba Rao	Chairperson	Independent & Non-Executive Director	2 of 5
Mr. Raghunath Allamsetty	Member	Executive Director	4 of 5
Ms. Deepika Daliya	Member	Independent & Non-Executive Director	2 of 5

The Company has received 0 complaints during the year under review; most of the complaints are resolved and 0 complaints were pending at the close of the financial year.

To facilitate faster redressal of investors 'grievances the Company has created an exclusive email-address "ir@brightcomgroup.com". Investors and shareholders may lodge their query/complaints addressed to this email id which are attended to immediately.

SCORES:
Securities Exchange Board of India (SEBI) has initiated a platform for redressing the investor grievances through SCORES, a web-based complaints redressal system. The system processes complaints in a centralized web based mechanism. The company is in compliance with this system.

IV. Corporate Social Responsibility Committee:

The Company has constituted a Corporate Social Responsibility (CSR) Committee as required under Section 135 of the Companies Act, 2013. The Committee has been constituted with the following terms of reference:

- Formulate and recommend to the Board a CSR Policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount to be spent on the CSR activities.
- Monitor the Company's CSR Policy periodically.
- Attend to such other matters and functions as may be prescribed from time to time.

The CSR policy of the Company is available on our website www.brightcomgroup.com.

The composition of the Committee as at March 31, 2025 is as below:

Name	Position	Category
Mr. P LEO Ganesan	Chairman	Independent & Non-Executive Director
Mr. Raghunath Allamsetty	Member	Executive Director
Ms. Deepika Dalia	Member	Independent & Non-Executive Director

For the year under review, the CSR provisions are applicable to the Company and the detailed CSR report forms a part of Board's Report to this Annual Report.

V. Risk Management Committee:

The Risk Management Committee was formed on September 16, 2021 and met 5 times during the year under review. The composition of the Committee is as below:

Name	Position	Category
Mr. Paladugu Venkata Subba Rao	Chairperson	Independent & Non-Executive Director
Mr. Raghunath Allamsetty	Member	Executive Director
Ms. Deepika Daliya	Member	Independent & Non-Executive Director

VI. General Body Meetings

Location and time of last three Annual General Meetings

The details of location and time of last three Annual General Meetings are as detailed below:

Financial Year	Date & Time	Location	Special Resolution Passed
2023-24	February 7, 2025 at 11:30 am	Video Conferencing (VC) facility/ Other Audio-Visual Means ("OAVM")	Four
2022-23	November 21, 2024 at 11.00 a.m.	Video Conferencing (VC) facility/ Other Audio-Visual Means ("OAVM")	Five
2021-22	September 30, 2022 11:00 a.m.	Video Conferencing (VC) facility/ Other Audio-Visual Means ("OAVM")	NIL

All the special resolutions were passed with requisite majority by e-voting.

The details of location and time of Extra-ordinary General Meeting are as detailed below: NIL

Details of resolution(s) passed through postal ballot during Financial Year 2024-25 and details of the voting pattern: NIL

VII. Means of Communication

The quarterly, half-yearly and annual financial results are sent to the Stock Exchanges immediately after the Board approves the same. These results are published in English newspaper and vernacular newspaper shortly after its submission to the Stock Exchanges. The results along with presentations made by the Company to Analysts are also posted on the website of the Company viz. www.brightcomgroup.com. The Company's website also displays all official news releases from time to time. The Company organizes investor conference calls to discuss its financial results every quarter where investor queries are answered by the Management of the Company.

The Company's website www.brightcomgroup.com contains a separate dedicated section 'Investor Info' where shareholders information is available. Full text of Annual Report is also available on the website in a user friendly and downloadable format as per

the requirement of the SEBI (LODR) Regulations, 2015.

Certificate by Practicing Company Secretary

The Company has received certificate from Saurabh Podddar, Practicing Company Secretary (10787) confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate of Affairs or any such authority. The certificate forms part of this Annual Report.

General Shareholder Information:

i.	Annual General Meeting (Day, Date, Time and Venue):	26th Annual General Meeting of the Company is scheduled to be held on Sunday, September 28, 2025 at 11:00 a.m. The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated December 28, 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
ii.	Financial Year:	April 01 to March 31. The results of every quarter beginning from April are declared within the time specified under the provisions of SEBI (LODR) Regulations, 2015.
iii.	Dividend Payment Date	Dividend not declared
iv.	Date of Book Closure:	Sunday, September 21, 2025 to Sunday, September 28, 2025 (Both days inclusive).
v.	Listing on stock exchanges:	BSE Limited National Stock Exchange of India Limited Annual listing fee has been duly paid to the Stock Exchanges.
vi.	Stock codes:	BSE – Scrip Code: 532368; Scrip Id: BCG NSE – Symbol: BCG
vii	Company's ISIN:	INE425B01027

viii. Market price data

The monthly high and low stock quotations during the reporting financial year in BSE Limited and National Stock Exchange of India Limited are given below:

	BSE Limited		National Stock Exchange of India Ltd.	
Month	**Month's High Price**	**Month's Low Price**	**Month's High Price**	**Month's Low Price**
Apr-24	17.10	13.50	17.10	13.50
May-24	14.15	8.59	14.20	8.65
Jun-24	11.30	9.45	11.35	9.05
Jul-24	8.98	7.34	8.91	7.23

Aug-24	8.06	6.65	7.93	6.80
Sep-24	10.26	8.46	10.09	8.32
Oct-24	10.25	8.13	10.40	8.09
Nov-24	8.94	7.72	8.91	7.69
Dec-24	10.32	8.51	10.31	8.50
Jan-25	0.00	0.00	0.00	0.00
Feb-25	0.00	0.00	0.00	0.00
Mar-25	0.00	0.00	0.00	0.00

ix. Registrars and Transfer Agents

AARTHI CONSULTANTS PRIVATE LIMITED, (Unit: Brightcom Group Limited)
1-2-285, Domalguda, Hyderabad - 500 029.
Phone : +91-40-27634445, 27638111, 27642217, 66611921; Fax : +91-40-27632184,
Email :info@aarthiconsultants.com; aarthiconsultants@gmail.com
Website: www.aarthiconsultants.com

Share transfer system

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

Company's share transfer and related operations is operated through its Registrar and Share Transfer Agent M/s. Aarthi Consultants Private Limited, Hyderabad.

x. Distribution of Shareholding as on March 31, 2025

Nominal Value of Shareholding (in Rs.)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto 5000	5,94,986	94.15	34,39,16,652	17.04
5001 – 10000	18,278	2.89	13,35,25,779	6.62
10001 – 20000	9,698	1.53	13,76,89,162	6.82
20001 – 30000	3,247	0.51	7,97,76,998	3.95
30001 - 40000	1,542	0.24	5,38,85,238	2.67
40001 - 50000	988	0.16	4,50,91,248	2.23
50001 - 100000	1,776	0.28	12,49,57,104	6.19
100000 & Above	1,415	0.22	1,09,96,79,692	54.48
TOTAL	**6,31,930**	**100**	**2,01,85,21,873**	**100**

Categories of Shareholding as on March 31, 2025:

Sl. No.	Category	No. of Shares held	% of shareholding
1	Promoter (s) / Promoter Group	**37,09,93,848**	18.38
2	Key Managerial Personnel	**3,458**	0.00

3	Mutual Funds	0	0.00
4	Foreign Portfolio Investor	**16,09,12,366**	7.97
5	Bodies Corporate	**4,56,79,031**	2.26
6	Government Companies	**1,000**	0.00
7	Non Resident Individuals	**12,21,45,914**	6.05
8	Trusts	0.00	0.00
9	Clearing Members	**17,848**	0.00
10	Foreign Depositories	0	0.00
11	Employees	0	0.00
12	Overseas Corporate Bodies	**6,00,000**	0.03
13	General Public	**1,31,81,26,907**	65.30
14	NBFCs Registered with RBI	**41,501**	0.00
15	Alternative Investment Funds	0	0.00
	GRAND TOTAL	**2,01,85,21,873**	**100**

xi. Dematerialization of shares:

The Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares.

As on March 31, 2025 a total of 2,01,72,43,595 equity shares which form 99.94% of the share capital stands dematerialized.

Your Company confirms that the entire Promoter's holdings are in electronic form and the same is in line with the directions issued by SEBI. The equity shares of the Company are regularly traded in BSE and NSE and hence have good liquidity.

xii. Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments

The Company has not issued Global Depository Receipts or American Depository Receipts or any Convertible instruments during the year under review. However, the company has issued and allotted 33,18,45,000 warrants to 54 allottees on April 15, 2021 out of which 32,62,55,000 have already been converted into equity and the balance 55,90,000 warrants are pending for conversion as on the date of this report.

xiii. Commodity Price Risk/ Foreign Exchange Risk and Hedging

The Company did not engage in hedging activities.

xiv. Plant Location :

In view of the nature of the Company's business viz. Digital Marketing, Information Technology (IT) Services and IT Enabled Services, the Company operates from various offices in India & Abroad and does not have any manufacturing plant.

xv. Address for Correspondence:

Company	***Registrars and Transfer Agent***
Investor Relations Brightcom Group Limited 6-3-1086/VGT/101/B, Vista	Aarthi Consultants Private Limited (Unit: Brightcom Group Limited) 1-2-285, Domalguda, Hyderabad - 500 029.

Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India- 500082. Tel:+91 40 67449910 fax: +91 22 66459677 Email: ir@brightcomgroup.com; Website: www.brightcomgroup.com	Phone : +91-40-27634445, 27638111, 27642217, 66611921 Fax : +91-40-27632184, Email: info@aarthiconsultants.com; aarthiconsultants@gmail.com

Disclosures

(i) During the financial year ended March 31, 2025, there were no materially significant related party transactions that may have potential conflict with the interests of the Company at large.

(ii) The Company has formulated and adopted formal Whistle Blower Policy/vigil mechanism and the same is hosted on the Company's Web site and no concerned person has been denied access to the Audit Committee.

(iii) The Company has framed a Material Subsidiary Policy and the same is placed on the Investors section of Company's website www.brightcomgroup.com.

(iv) The company has framed Related Party Transaction Policy and is placed on the Investors section of Company's website www.brightcomgroup.com.

(v) The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India ('ICAI') which are notified by the Ministry of Corporate Affairs ('MCA') in the preparation of financial statements.

(vi) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

During the financial year ended March 31, 2025, the Company has not received any complaints pertaining to Sexual Harassment.

(vii) The Company has complied with all the applicable mandatory requirements of the Corporate Governance and has complied with the following non-mandatory requirements as prescribed in the listing regulations:

- Since the Company does not have a Non-Executive Chairman, it does not maintain such office.
- During the year under review, there are audit qualifications on the Company's financial statements.

(viii) The Company has complied with all the mandatory clauses of corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of the regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the date of its applicability.

Declaration of compliance with the Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended March 31, 2025.

By order of the Board
For Brightcom Group Limited

Date: 01-09-2025
Place: Hyderabad

Sd/-
M. Suresh Kumar Reddy
Chairman &
Managing Director
DIN # 00140515

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 17 (8) of the SEBI (LODR) Regulations, 2015)

To
The Board of Directors
BRIGHTCOM GROUP LIMITED
(formerly Lycos Internet Limited)

We, the undersigned, in our respective capacities as Executive Director of **BRIGHTCOM GROUP LIMITED** (formerly Lycos Internet Limited) ("the Company"), to the best of our knowledge and belief certify that:

(A) We have reviewed the financial statements and the cash flow statement for the year ended on March 31, 2025, and based on our knowledge and belief, we state that:

i. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading.

ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(B) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

(C) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(D) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year;

(ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

By order of the Board
For Brightcom Group Limited

Date: 01-09-2025
Place: Hyderabad

Sd/-
M. Suresh Kumar Reddy
Chairman & Managing Director
DIN # 00140515

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
Brightcom Group Limited

I, Saurabh Poddar, Company Secretary in practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting by the Board of Directors of M/s. Brightcom Group Limited (hereinafter referred to as 'the Company), having CIN:- L64203TG1999PLC030996 and having its registered office at 6-3-1086/VGT/101/B,Vista Grand Towers, 1st Floor,Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082.

I, have examined the compliance of conditions of Corporate Governance by **Brightcom Group Limited** ("the Company"), for the year ended March 31, 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

The compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

1. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

2. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2025.

3. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Company Secretaries of India (the "ICSI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICSI.

Certification:

4. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Regulations, except in one case which we qualify below :-

As per Regulation 24(1) of The Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations 2015, which states that "at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not."

No Independent Director was appointed as Director of material subsidiaries of the company, Dream Ad – Argentina , Online Media Solutions Limited, Israel, Frontier Data Management Inc. USA. from 4th May 2024 till 15th January 2025, for which the company.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the management of the Company.

2. Our responsibility is to give a certificate based on our examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For M/s. Saurabh Poddar & Associates
Company Secretaries
FIRM UIN: S2012AP177700

Name: Saurabh Poddar
Membership No: FCS 9190
COP No: 10787
PR : 6415/2025 dated 07-02-2025
UDIN: F009190G001136030

Date: 01-09-2025
Place: Hyderabad

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI LODR Regulations)

To
The Members of
Brightcom Group Limited

I have examined the relevant registers, records, forms, returns and disclosures received from **Brightcom Group Limited** having **CIN: L64203TG1999PLC030996** and having registered office at 6-3-1086/VGT/101/B,Vista Grand Towers, 1st Floor,Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr Raghunath Allamsetty	00060018	28/06/2024
2.	Mr P LEO Ganesan	08983194	24/08/2024
3.	Mr Paladugu Venkata Subba Rao	10844145	30/11/2024
4.	Ms Deepika Dalia	10844736	30/11/2024
5.	Mr. Ali Akber Bakir Bhoy Mamuwala	07428015	10/01/2025
6.	Mr Shrikant Gehlot	10909404	16/01/2025

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. Saurabh Poddar & Associates
Company Secretaries
FIRM UIN: S2012AP177700

Name: Saurabh Poddar
Membership No: FCS 9190
COP No: 10787
PR : 6415/2025 dated 07-02-2025
UDIN: F009190G001136030

Date: 01-09-2025
Place: Hyderabad

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

To the Members of BRIGHTCOM GROUP LIMITED

Report on the Standalone Ind AS Financial Statements Qualified Opinion

We have audited the accompanying standalone financial statements of **M/s. Brightcom Group Limited** ("the Company"), which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of Affairs of the Group as at March 31, 2025, its Profit including other comprehensive income, changes in Equity and its cash flows for the year then ended.

Basis for Qualified Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

1) We cannot confirm the opening and closing balances as they are subject to change. SEBI vide its letter dated 13.04.2023 has ordered company to undertake examination of its financial statements for the period 2014-15 to 2021-22 by a peer-reviewed Chartered Accountant, to ensure that the same are in compliance with all the applicable accounting standards and submit the statement of impact of all the non-compliances. To this extent the current year's opening balances and consequent effect on the closing balances thereof are subject to the verification and confirmation by the peer review auditor. (Refer SEBI Order No WTM/ASB/CFID/_4/25730/2023-24 point no 177(b))

2) The Company's revenue is predominantly derived from its foreign branch in the USA, which constitutes a significant portion of its financial performance. In this regard, we have relied upon the financial statements of the said foreign branch, which have been confirmed by a Certified Public Accountant (CPA) in the USA. No audit procedures with respect to the financial statements of the foreign branch have been carried out by us, and we have placed reliance solely on the financial statements confirmed by the US CPA.

3) Considering the SEBI's Interim order cum show-cause notice dated 13th April, 2023 we have made the following observations:

a) As referred in Point No. 72, the company's investment in Ybrant Media Acquisition Inc, one of the subsidiaries of the company has negative equity/net worth indicating the existence of an indicator of impairment. But the company has neither impaired nor created any provision against the value of Investments in Ybrant Media Acquisition Inc.

b) As referred in Point No. 177[e] "the company" has to disseminate the standalone financial

statements of each of its subsidiaries on its website, for the period between FY 2014-15 and FY 2021-22.

c) The opening balances of Investments, receivables and payables with related to subsidiaries in standalone financial statements are subject to the confirmation of peer review auditor and due to its consequent effect, the closing balances thereof are also subject to variation.

d) The promotors shareholding is based on available information and may change, as the company has appealed against SEBI's interim order dated 22nd August 2023 and subsequent confirmatory order dated 28th February 2024. The proceedings are ongoing.

e) "The company" has still not made any provision for impairment of investments of Rs.16,886.81 lakhs made in M/s Vuchi Media Private Limited despite the fact that the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. And also 1,40,70,000 equity shares allotted to M/s Vuchi Media Private Limited are pending for cancellation subject to the legal process completion.

4) SEBI has issued a show-cause notice and an interim order dated 13-04-2023, observing certain irregularities, followed by interim order dated 22-08-2023 and confirmatory order dated 28-02-2024. SEBI passed a final order (WTM/AN/CFID/CFID_4/31187/2024-25) dated 6th February, 2025 in relation to the 'Impairment of Assets' case. The Company filed a writ petition challenging the said order, which had imposed penalties under various provisions of the SEBI Act and the Securities Contracts (Regulation) Act. The Hon'ble High Court, upon perusal of the material on record, observed that there was no substantive evidence to justify the quantum of penalty imposed. Consequently, the Court has granted an interim suspension of the recovery of the penalty, while the remaining provisions of the SEBI order dated 06.02.2025 are pending adjudication. It may be noted that SEBI had earlier passed an interim order on 22nd August, 2023, and subsequently, a confirmatory order on 28th February, 2024 on certain other matters. This confirmatory order has been appealed by the company in SAT through appeal number 474 of 2024. The same is pending in SAT. we are not able to express an opinion on above issues covered, due to its pendency.

Emphasis of Matter Paragraph

1. With respect to Income Tax the company has certain appeals pending with the authorities, the outcome of which is not ascertained as on the date of Balance Sheet.

2. The standalone Ind AS financial statements of the Company for the year ended 31st March, 2024 are subject to variation pursuant to SEBI's observations/directions, which may have a consequential effect on the closing balances as at 31st March, 2025

3. Bank balances were verified to the extent of bank statements and balances confirmations provided to us.

Our opinion is not modified in respect of above matters.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The "Company's" Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safe guards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and except for the matters described in the *Basis for Qualified Opinion* Section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the accompanying financial statements.

b) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, the Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account; as per Companies (Audit and Auditors) Rules, 2014 as amended.

d) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014 as amended.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the *Basis for Qualified Opinion* Section.

g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B". Our report expresses Qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended; In our opinion and to the best of our information and according to the explanations given to us, during the year, the Company has paid / provided remuneration.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the pending litigations which would have impact on its standalone financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2025.

iii. Based on our examination, we have identified the following non- compliances with the relevant laws and regulations:

- The company has not declared any dividend during the year.
- The Company has not transferred the unclaimed dividend amount to the Investor Education and Protection Fund even after seven years.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in above sub- clauses contain any material misstatement.

(d) Total dividend of Rs. 3,402.28 lakhs is pending for payment which pertains to various financial years (Refer Notes to the Financial statements)

v. The company does not maintain an audit trail and edit-log system as per MCA Guidelines.

For P R Chandra & Co Chartered Accountants
Firm Registration No: 018985S

CA P Ravi Chandra
Partner Membership No. 230754 UDIN: 25230754BMKULB4271

Place: Hyderabad Date: 01-09-2025

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of BRIGHTCOM GROUP LIMITED of even date.

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant &Equipment (PPE).

(b) The company is maintaining proper records showing full particulars of intangible assets.

(c) According to the information and explanations given to us and on the basis of our examination of records of the Company, PPE have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.

(d) According to the information and explanations given to us and on the basis of examination of records, title deeds of immovable properties are held in the name of the company.

(e) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.

(f) No proceedings have been initiated during the year or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

ii. (a) The Company is in the business of providing software development and digital marketing services. So, the Company does not hold any physical inventory.

(b) The company has not availed any working capital from banks/ Financial Institutions.

iii. a. The company has not made Investments in, provided any guarantee or security to companies, firms, LLP or any other parties.

b. The Company has granted advances to wholly owned subsidiary companies and the balance outstanding as on balance sheet date is Rs.39,696.06 Lakhs with respect to such advances. In the absence of proper information, we are unable to comment whether these advances given are advances in the nature loan or regular in the course of business advance.

iv. The company has not granted any loans to the parties covered under section 185 and 186 of the Companies Act, 2013. The Company has complied with the provisions of Section 185 and 186 of the Act in respect of Investments made by the Company and providing guarantees and securities. (Refer notes to notes to financial statements). However, company has granted advances to two of it's wholly owned subsidiaries in respect of which, we are unable to comment whether those advances given are advances in the nature of loan or regular in the course of business advance.

v. As informed to us, the Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 of "the Act" and hence directives issued by the reserve bank of India and the provisions of section 73 to 76 or any other relevant provisions of "the Act" the Rules framed there under are not applicable to the Company at present.

vi. As informed to us, the maintenance of Cost Records have not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

vii. (a) According to the information and explanations given to us and based on the records of "the Company" examined by us, "the Company" is regular in depositing the undisputed statutory dues except Income Tax and TDS which is overdue for a period of more than six months, with the appropriate authorities in India.

(Amount Rs. in Lakhs)

Name of Statute	Nature of Dues	Outstanding Amount
Income Tax Department	Self-Assessment Tax	750.56
Income Tax Department	TDS Payable	369.64

(b)According to the information and explanations given to us and based on the records of "the Company" examined by us, there are statutory dues which have not been deposited on account of disputes as below as on March 31st 2025.

(Amount Rs. in Lakhs)

Name of the Statute	Year Pertaing to	Forum where it is pending	**Amount Involved**
Service Yax	Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	1,460.05
Service Tax	Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	413.23
Service Tax	Liability for the period April 2014 to June 2017.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	6,487.35
GST	Liability for the period July 2017 to March 2021.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	3,287.09
Income Tax	Liability for the A.Y.2006-07 to A.Y. 2009-10.	CIT(Appeals) / ITAT	347.41
Income Tax	Liability for the A.Y.2010-11 to A.Y. 2013-14.	CIT(Appeals)/ ITAT	2487.94
Income Tax	Liability for the A.Y.2014-2015 to A.Y. 2020-22.	CIT(Appeals)/ ITAT	6044.63

viii. As per the information and explanation given to us, there are no instances where the company has surrendered or disclosed such transactions as income during the year ended 31st March, 2025 in the tax assessments under the income tax Act, 1961.

ix. According to the information and explanations given to us, the company has not availed any loan from financial institutions or banks or issued debentures as at Balance Sheet date.

x. (a)The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) during the year ended 31st March,2025.

(b) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year ended 31st March,2025.

xi. (a) Based on examination of books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT- 4 as prescribed under rule 13 of the companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it.

xii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiii. (a) The company does not have internal audit system that commensurate with the size and nature of its business.

(b) We have not received internal audit reports from the management for the year under audit i.e., FY 2024-25.

xiv. As per the information and explanation given to us and in our opinion during the year "the company" has not entered into any non-cash transactions with its directors or persons connected to its directors.

xv. (a) The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended).

xvi. The company has not incurred any cash losses during the current year and in the immediately preceding financial year, subject to adjustment if any, which may arise out of the SEBI Interim Order as referred to the *Basis for Qualified opinion*.

xvii. We are Not able to carry out any audit procedures with respect to confirmation of balances.

xviii. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, based on the knowledge of the Board of Directors' and management plans (Refer to Notes to the financial statement), The standalone financial statements of the company are prepared under the assumption of going concern.

For P R Chandra & Co Chartered Accountants
Firm Registration No: 018985S

CA P Ravi Chandra
Partner, Membership No. 230754 UDIN: 25230754BMKULB4271

Place: Hyderabad Date: 01-09-2025

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of BRIGHTCOM GROUP LIMITED of even date

Report on the Internal Financial Controls over Financial Reporting under Clause(i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BRIGHTCOM GROUP LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company's Internal Financial Control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that

1) Pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company

2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company

3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion, the company does not have adequate Internal Financial Control Systems over financial reporting and such systems were not operating effectively as at March 31st, 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P R Chandra & Co Chartered Accountants
Firm Registration No: 018985S

CA P Ravi Chandra
Partner, Membership No. 230754 UDIN: 25230754BMKULB4271

Place: Hyderabad Date: 01-09-2025

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

1. Corporate Information:

Brightcom Group Limited, offers digital marketing solutions to businesses, agencies and online publishers worldwide. Brightcom Group Limited connects Advertisers with their Audience across any form of Digital Media, using its massive local presence to deliver appropriate messages to the right audience, through the most relevant Digital channels. Brightcom Group Limited has a global presence, with offices in over 24 countries.

Brightcom Group Limited is also a Global Information Technology Implementation and Outsourcing Services Provider with an exceptional track record of providing high quality, on-budget, and on-time solutions to demanding clients specifically in the areas of Digital Media advertising and in the fields of AI, ML, IOT to name a few. Our business knowledge in key verticals helps us provide solutions that are customized to address the specific needs while focusing on maximizing value of Information Technology investments such that clients can achieve their business objectives. We believe in fostering long-term relationships, and partner with our clients in their success. BCG Provides End-to-end Enterprise Solution Offerings and Specializing in ERP Solutions, Microsoft and Open Source Systems development.

2. SIGNIFICANT ACCOUNTING POLICIES

a) **Statement of compliance**

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards)Rules, 2015 read with Section 133 of the Companies Act, 2013 read with rule 3 of companies (Indian accounting standards)Rules,2015("the rules")(as amended from time to time).

b) **Basis of preparation**

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

c) **Use of estimates and judgements**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, useful lives of property, plant and equipment, valuation

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

of deferred tax assets, provisions and contingent liabilities.

Impairment of investments

The Company reviews its carrying value of investments carried at amortized cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period.

Contingencies

Management judgement is required for estimating the possible inflow/outflow of resources, if any, in respect of contingencies/ claims/litigations against the Company/by the Company as it is noti. possible to predict the outcome of pending matters with accuracy.

ii.

Defined Benefit Plans

iii.

The present value of the gratuity obligation is determined using actuarial valuation. Aniv. actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, rate of increment in salaries and mortality rates. Due to complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All the assumptions are reviewed at each reporting date.

Fair Value measurement of financial instruments

When the fair values of financial assets and financial liabilities on reporting date cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques i.e., the DCF model. The inputs to these models are taken from observable markets.

Intangibles

Internal technical or user team assess the useful lives of Intangible assets. Management believes that assigned useful lives are reasonable.

d) **Current Vs Non-current classifications**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when it satisfies the below mentioned criteria:

Expected to be realised or intended to be sold or consumed in normal operating cycle;

ii. Held primarily for the purpose of trading;

Expected to be realised within twelve months after the reporting period, or

iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current assets.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

A liability is classified as current when it satisfies the below mentioned criteria:

i. Expected to settle the liability in normal operating cycle;

ii. Held primarily for the purpose of trading;

iii. Due to be settled within twelve months after the reporting period, or

iv. There is no unconditional right to defer the

v. settlement of the liability for at least twelve months after the reporting period.

vi. All other liabilities are classified as noncurrent.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

e) **Dividends**

Annual dividend distribution to the shareholders is recognized as a liability in the period in which the dividend is approved by the shareholders. Any interim dividend paid is recognized on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognized directly in equity.

f) **Revenue recognition**

1) Digital Marketing Services:

i) The Contracts between the Company and its Customers are either time or material contracts or fixed price contracts.

ii) Revenue from fixed price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

iii) In respect of time and material contract, revenue is recognized in the period in which the services are provided and related costs are incurred.

iv) Revenue from product sale and licensing arrangements are recognized on delivery and installation.

v) Revenue is reported net of discounts, indirect and service taxes.

2) Software Development:

i) Income from software development is accounted for on the basis of Software developed and billed to clients on acceptance and/or on the basis of man days/man hours as per the terms of contract.

ii) Revenue from professional services consist primarily of revenue earned from services performed on a 'time and material' basis.

The related revenue is recognized as and when the services are performed and related costs are incurred.

iii) Revenue from software development services includes revenue from time and material and fixed price contracts are recognized as related services are performed

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

Revenue from fixed price contracts is recognized according to the milestones achieved as specified in the contracts on the proportionate-completion method based on the work completed. Any anticipated losses expected upon the contract completion are recognized immediately. Changes in job performance, conditions and estimated profitability may result in revisions and corresponding revenues and costs are recognized in the period in which such changes are identified. Deferred revenue represents amounts billed in excess of revenue earned for which related services are expected to be performed in the next operating cycle.

iv) Revenue is not recognized on the grounds of prudence, until realized in respect of liquidated damages, delayed payments as recovery of the amounts are not certain.

v) Revenue is reported net of discounts, indirect and service taxes.

g) Dividend income is recorded when the right to receive payment is established.
Interest income is recorded using the effective interest method.

h) **Leases**

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii)the Company has the right to direct the use of the asset. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less(short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

i) **Cost recognition**

Costs and expenses are recognized as and when incurred and have been classified according to their nature.

The costs of the Company are broadly categorized in employee benefit expenses, depreciation and amortization and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other operating expenses mainly include fees to external consultants, cost of running its facilities, travel expenses, cost of equipment and software licenses, communication costs, allowances for delinquent receivables and advances and other expenses. Other expenses are an aggregation of costs which are individually not material such as commission and brokerage, recruitment and training, entertainment etc.

j) **Foreign currency transactions**

i. **Functional and Presentation Currency:**
The Company's functional and presentation currency is Indian National Rupee.

ii. Initial Recognition:
Foreign currency transactions are recorded in the presentation currency, by applying to the foreign currency amounts the exchange rate between the Presentation currency and the foreign currency at the date of the transaction.

iii. Conversion on reporting date:
Foreign currency monetary items are reported using the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

iv. Exchange Differences:
Exchange difference arising on the settlement of monetary items or on Presenting monetary items of Company at rates different from those at which they were initially recorded during the year or presented in previous financial statements are recognized as income or as expenses in the year in which they arise.

k) **Income taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income taxes

The current income tax expense includes income taxes payable by the Company, its branches in India and overseas. The current tax payable by the Company in India is Indian income tax payable on worldwide income.

The Current income tax payable by overseas branches of the Company is computed in accordance with the tax laws applicable in the jurisdiction in which the respective branch operates. The taxes paid are generally available for set off against the Indian income tax liability of the Company's worldwide income.

Advance taxes and provisions for current income taxes are presented in the Balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

paying units intends to settle the asset and liability on a net basis.

Deferred income taxes

Deferred income tax is recognized using the Balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.
Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

l) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

1. Financial Assets.

i) Initial recognition and measurement:
All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

ii) Subsequent measurement:
Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

iii. Derecognition:

A financial asset or where applicable, a part of a financial asset is primarily derecognised when: a. The rights to receive cash flows from the asset have expired, or b. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement.

iv. Impairment of financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the debt instruments, that are measured at amortised cost e.g., loans, debt securities, deposits and trade receivables.

Expected credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive.

The management uses a provision matrix to determine the impairment loss on the portfolio of trade and other receivables. Provision matrix is based on its historically observed expected credit loss rates over the expected life of the trade receivables and is adjusted for forward looking estimates.

Expected credit loss allowance or reversal recognised during the period is recognised as income or expense, as the case may be, in the statement of profit and loss. In case of balance sheet, it is shown as reduction from the specific financial asset.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

2.Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

i) Initial recognition and measurement:

At initial recognition, all financial liabilities are recognised at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs.

ii) Subsequent measurement:

a. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Gain or losses on liabilities held for trading are recognised in the profit or loss.

b. **Financial liabilities at amortised cost:**
Amortised cost, in case of financial liabilities with maturity more than one year, is calculated by discounting the future cash flows with effective interest rate.
The effective interest rate amortisation is included as finance costs in the Statement of Profit and Loss.
Financial liability with maturity of less than one year is shown at transaction value.

iii. Derecognition:
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

m) **Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

n) **Financial Guarantee Contracts:**
A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with original or modified terms of a debt instrument.

The Company measures any financial guarantee on initial recognition at their fair value.

Subsequently these contracts are measured at the higher of:
a. the amount of the loss allowance determined as per impairment requirements of Ind AS 109, and
b. the amount initially recognised, less where appropriate, cumulative amount of income recognized in accordance with the principles of Ind AS 18.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

o) **Fair Value Measurement:**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for such asset or liability, or in the absence of a principal market, in the most advantageous market which is accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.
All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a. Level 1 – Quoted (unadjusted market prices) in active markets for identical assets or liabilities.
b. Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurements is directly or indirectly observable.
c. Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

p) **Investment in subsidiaries**

Investment in subsidiaries are measured at cost less impairment.

q) **Property, plant and equipment**

Property, plant and equipment are stated at cost net of input tax credits, less accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and all attributable cost, to bring the asset to its working condition for its intended use. Borrowing costs relating to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to put to use.

The Company adopted cost model as its accounting policy, in recognition of the property, plant and equipment and recognises transaction value as the cost.

An item of Property, Plant and Equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Profit and Loss. Property, Plant and Equipment which are found to be not

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

usable or retired from active use or when noi. further benefits are expected from their use are removed from property, plant and equipment and the carrying amount net of scrap value, if any is charged to Statement of Profit and Loss.

The improvements/modifications carried on the lease hold land/property are recognised as lease hold improvements and are written off over the primary lease period or the life of such improvement whichever is lower.

The estimated useful lives are as mentioned below: ii.

Type of asset	Method	Useful lives
Computer equipment	Straight line	3 years
Office equipments	Straight line	5 years i.
Furniture and fixtures	Straight line	10 years
Electrical installations	Straight line	10 years
Vehicles	Straight line	8 years

r) **Intangible assets**

Intangible assets purchased are measured at cost as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any.

Intangible assets consist of rights under licensing agreement and software licences which are amortised over license period which equates the useful life ranging between 5-6 years on a straight line basis.

s) **Impairment of Non-financial assets**

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset are no longer existing or have decreased.

t) **Employee benefits**

Defined benefit plans
For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Actuarial gains and losses are recognised in full in the other comprehensive income for the period in which they occur. Past service cost both vested and unvested is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.
The retirement benefit obligations recognised in the Balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to the present value of available refunds and deductions in future contributions to the scheme.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2025

ii. Defined contribution plans

Employer's contribution to provident fund/ employee state insurance which is in the nature of defined contribution scheme is expensed off when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

iii. Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

u) **Earnings per share**

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the years' presented.

v) **Borrowing Costs**:
Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

w) **Segment Reporting**:
Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker ("CODM").
The board of directors of the company has identified the Chairman and Managing Director as the CODM.

x) **Provisions:**
Provisions are recognised when there is a present legal or constructive obligation that can be estimated reliably, as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses. Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

y) **Contingencies:**

Where it is not probable that an inflow or an outflow of economic resources will be required, or the amount cannot be estimated reliably, the asset or the obligation is not recognised in the statement of balance sheet and is disclosed as a contingent asset or contingent liability. Possible outcomes on obligations / rights, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities.

z) **Prior period items**:
In case prior period adjustments are material in nature the Company prepares the restated financial statement as required under Ind AS 8 - "Accounting Policies, Changes in Accounting Estimates and Errors". Immaterial items pertaining to prior periods are shown under respective items in the Statement of Profit and Loss.

Brightcom Group Limited

Balance Sheet as at 31st March'2025

(Amount INR in Lakhs)

Particulars	Note	As at 31st Mar'2025	As at 31st March'2024
		Rupees	Rupees
ASSETS			
Non-current assets			
Property, plant and equipment	3	47.81	55.44
Investment property	4	21.95	21.95
Other intangible assets	3		
Financial assets			
- Investments	5	67,775.49	67,775.49
- Loans	6	20.66	20.66
- Others financial assets	7	164.45	164.45
Deferred tax assets (net)	8		
Non- Current tax assets (net)	9	57.34	68.37
Total Non-current assets		**68,087.70**	**68,106.36**
Current assets			
Financial assets			
- Trade receivables	10	21,329.23	22,885.43
- Cash and cash equivalents	11	24.77	24.03
- Other bank balances	12	52.85	52.85
- Loans	13	85,675.42	85,719.23
- Other Financial Assets	14	78.26	67.23
Other current assets	15	6,151.99	5,943.08
Total Current assets		**1,13,312.52**	**1,14,691.85**
Total assets		**1,81,400.22**	**1,82,798.21**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	16	40,370.44	40,370.44
Other equity	17	1,17,294.98	1,17,222.42
Total Equity		**1,57,665.42**	**1,57,592.86**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	18	11,280.69	10,989.38
Provisions	19	431.59	457.13
Deferred tax liability (net)	8	37.39	7.25
Total Non-current liabilities		**11,749.67**	**11,453.76**
Current liabilities			
Financial liabilities			
- Trade payables	20		
(A) Total outstanding dues of Micro enterprises and Small Enterprises		0.68	0.24
(B) Total outstanding dues of creditors other than micro and small enterprises.		4,214.43	6,373.45
(iii) Other financial liabilities (other than those specified in item (c) below)			
(C)thers financial liabilities	21	133.37	104.25
Other current liabilities	22	5,464.03	5,159.53
Provisions	23	2,172.63	2,114.12
Total Current liabilities		**11,985.14**	**13,751.59**
Total equity and liabilities		**1,81,400.22**	**1,82,798.21**
Notes forming part of Standalone financial statements		-	-

AS PER OUR REPORT OF EVEN DATE

The accompanying notes from 1 to 53 form an integral part of the standalone financial statements.

AS PER OUR REPORT OF EVEN DATE
P R Chandra & Co., **For and on behalf of the Board**
CHARTERED ACCOUNTANTS **Brightcom Group Limited**
FRN:018985S

P Ravi Chandra
PARTNER **M Suresh Kumar Reddy** **Raghunath A**
M.No.230754 **Chairman & Managing Director** **Executive Director**
UDIN:25230754BMKULB4271 **DIN: 00140515** **DIN: 00060018**

P LEO Ganesan
Place : Hyderabad **Director**
Date : 01-09-2025 **DIN: 08983194**

Brightcom Group Limited

Statement of Profit and Loss for the year ended 31st March'2025

(Amount INR in Lakhs)

Particulars	Note	For the year ended 31st Mar'2025	For the year ended 31st March'2024
		Rupees	Rupees
REVENUE			
I. Revenue from operations	24	41,867.63	46,603.02
II. Other income	25	0.20	412.44
		-	-
III. Total revenue (I+II)		**41,867.83**	**47,015.46**
IV. EXPENSES			
Cost of Revenue	26	33,002.91	37,239.63
Employee Benefit expenses	27	4,340.91	4,454.76
Other Operating Expenses	28	4,464.47	5,180.06
Financial costs	29	0.19	29.60
Depreciation and amortization expense	3	7.63	11.23
Total expenses (IV)		**41,816.11**	**46,915.28**
		-	-
V. Profit/(loss) before tax (III-IV)		**51.72**	**100.18**
VI. Tax expense			
Current tax		16.14	35.01
Deferred tax		30.14	(49.54)
VII. Profit/(loss) for the period (V-VI)		**5.44**	**114.71**
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plan(net of tax)		1.73	12.03
Exchange difference in translation of foreign operatins		65.38	26.82
IX. Total comprehensive income for the period (VII+VIII)		72.55	153.56
Earnings per share			
a) Basic (in Rs.)		0.0003	0.006
b) Diluted (in Rs.)		0.0003	0.006

Notes forming part of Standalone financial statements
AS PER OUR REPORT OF EVEN DATE

The accompanying notes from 1 to 53 form an integral part of the standalone financial statements.

AS PER OUR REPORT OF EVEN DATE

P R Chandra & Co.,
CHARTERED ACCOUNTANTS
FRN:018985S

For and on behalf of the Board
Brightcom Group Limited

P Ravi Chandra
PARTNER
M.No.230754
UDIN:25230754BMKULB4271

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

P LEO Ganesan
Director
DIN: 08983194

Place : Hyderabad
Date : 01-09-2025

Brightcom Group Limited

Cash flow statement for the year ended 31st March'2025

(Amount INR in Lakhs)

	Partirulars	Year ended 31st March'2025 Rupees	Year ended 31st March'2024 Rupees
A.	**Cash Flow from Operating Activities**		
	Profit Before Tax	51.72	100.18
	Adjustment for :	-	-
	Add:Depreciation and amortisation expense	7.63	11.23
	Interest Expense/(Income)	-	-
	Allowance for doubtful trade receivables	(64.49)	191.23
	Bad Debts written off	-	-
	Dividend from subsidaries	-	(412.44)
	Operating Profit before Working Capital Changes	**(5.14)**	**(109.79)**
	Adjustment for Working Capital Changes:	-	-
	Increase/(Decrease) in Shor term Borrowings	-	-
	Increase/(Decrease) in Trade Payables	(2,158.58)	2,662.79
	Increase/(Decrease) in other Current Liabilities	304.50	198.14
	Increase/(Decrease) in Others financial liabilities	29.12	(5.12)
	Increase/(Decrease) in Short-Term Provisions	42.38	(314.74)
	Decrease/(Increase) in Trade Receivables	1,620.70	(2,200.27)
	Decrease/(Increase) in Short-Term Loans and Advances	43.81	(339.15)
	(Increase)/Decrease in Other Financial Assets	(11.03)	(9.87)
	(Increase)/Decrease in other Current Assets	(208.91)	(89.35)
		-	-
	Cash Flow from Operating Activities	**(343.15)**	**(207.36)**
	Taxes paid	-	-
		-	-
	Net Cash Flow from Operating Activities(A)	**(343.16)**	**(207.35)**
B	**Cash Flow from Investing Activities**	-	-
	Sale of Fixed assets	-	-
	Purchase/(Increase) of Fixed Assets	-	(8.72)
	Investment in Subsidiary /Joint Venture		
	(Increase)/Decrease in Non-Current Investments		
	Net cash flow from investing activities(B)	**-**	**(8.72)**
C.	**Cash Flows from Financing Activities**		
	Interest Paid		
	Dividend Paid	-	(6.61)
	Increase/(Decrease) in Long Term Loans	-	-
	Increase/(Decrease) in share capital	-	-
	Increase/(Decrease) in share premium	-	-
	Increase/(Decrease) in Reserves(bouns issue)	-	-
	Increase /(Decrease) in Foreign Currency Fluctuation Reserve	356.69	178.41
	Increase/(Decrease) in long term provision	(23.82)	(17.64)
	(Increase)/Decrease in Deffered tax Asset(Net)	-	-
	(Increase)/Decrease in Deffered tax Liability(Net)	-	-
	(Increase)/Decrease in Long term loans and advances	-	(0.75)
	(Increase)/Decrease in Non current Other Financial Assets	-	-
	(Increase)/Decrease in Other Non - Current tax Assets(Net)	11.03	(16.44)
	(Increase)/Decrease in Other Non - Current Assets		
		-	-
	Net cash flow from financing activities C	**343.90**	**136.97**
		-	-
	Cash and cash equivalents at beginning of year	**76.88**	**155.98**
	Net change in cash (A+B+C)	**0.74**	**(79.10)**
	Cash and cash equivalents at year ended 31st March'2025	**77.62**	**76.88**

Notes forming part of Standalone financial statements
AS PER OUR REPORT OF EVEN DATE

The accompanying notes from 1 to 53 form an integral part of the standalone financial statements.

AS PER OUR REPORT OF EVEN DATE

P R Chandra & Co.,
CHARTERED ACCOUNTANTS
FRN:018985S

For and on behalf of the Board
Brightcom Group Limited

P Ravi Chandra
PARTNER
M.No.230754
UDIN:25230754BMKULB4271

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

P LEO Ganesan
Director
DIN: 08983194

Place : Hyderabad
Date : 01-09-2025

Statement of Changes in Equity for the period ended 31st Mar'2025

A. Equity Share Capital

(Amount INR in Lakhs)

Balance As at 1st April 2024	Changes in equity share capital during the year		Balance as at 31st March 2025
40,370.44	-		40,370.44

Balance As at 1st April 2023	Changes in equity share capital during the year		Balance as at 31st March 2024
40,370.44	-		40,370.44

B. Other Equity

			Reserves and Surplus					**Items of Other**		**Total**
	Share application money pending allotment	Equity component of compound	Capital Reserve	Securities premium reserve	General reserve	Surplus in statement of P&L	Foreign currency translation	Actuarial Gain/(Loss)	Money received	Rupees
Balance at the beginning of the reporting period as at 1st April 2024	-	-	41,678.12	72,865.43	398.17	1,700.79	567.35	12.56	-	1,17,222.42
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	41,678.12	72,865.43	398.17	1,700.79	567.35	12.56	-	1,17,222.42
Total Comprehensive Income for the year	-	-	-	-	-	5.45	65.38	1.73	-	72.56
Dividends(Including Dividend tax)	-	-	-	-	-	-	-	-	-	-
Transfer to General Reserve	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-
add during the year	-	-	-	-	-	-	-	-	-	-
Balance at the end of the reporting period 31st March '2025	**-**	**-**	**41,678.12**	**72,865.43**	**398.17**	**1,706.24**	**632.73**	**14.29**	**-**	**1,17,294.98**

			Reserves and Surplus					Items of Other		Total
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities premium reserve	General reserve	Surplus in statement of P&L	Foreign currency translation reserve	Actuarial Gain/(Loss)	Money received against share warrants	Rupees
Balance at the beginning of the reporting period as at 1st April 2023			41,678.12	72,865.43	398.17	1,586.07	540.53	0.53	-	1,17,068.85
Changes in accounting policy or prior period errors			-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period			41,678.12	72,865.43	398.17	1,586.07	540.53	0.53	-	1,17,068.85
Total Comprehensive Income for the year			-	-	-	114.72	26.82	12.03	-	153.58
Dividends(Including Dividend tax)			-	-	-	-	-	-	-	-
Transfer to General Reserve			-	-	-	-	-	-	-	-
Transfer to retained earnings			-	-	-	-	-	-	-	-
add during the year			-	-	-	-	-	-	-	-
Balance at the end of the reporting period 31st March '2024			**41,678.12**	**72,865.43**	**398.17**	**1,700.79**	**567.35**	**12.56**	**-**	**1,17,222.42**

Brightcom Group Limited

Notes forming part of Standalone financial statements

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2025

(Amount INR in Lakhs)

Sl. No.	Particulars	Gross Block			Depreciation/Amortization						Net Block as on 31st Mar'2025	Net Block as on 31st March'2024
		As on 1st April, 2024	Additions during the year	Sale / Deletions during the year	As on 31st Mar'2025	Dep. As on 1st April, 2024	Depreciation/ Amortization for the year	Sale / Deletions during the year	Adjustments to Reserves as per New Act	Total Depreciation		
	PROPERTY, PLANT AND EQUIPMENT											
					-		-			-	-	-
1	Electrical Equipment	240.40	-	-	240.40	240.40	-	-	-	240.40	(0.00)	(0.00)
2	Office Equipment	547.90	-	-	547.90	527.29	0.40	-	-	527.69	20.21	20.61
3	Air conditioners	74.92	-	-	74.92	72.53	0.67	-	-	73.20	1.72	2.39
4	Computers	3,619.55	-	-	3,619.55	3,591.84	5.93	-	-	3,597.77	21.78	27.71
5	Furniture	1,036.22	-	-	1,036.22	1,031.49	0.63	-	-	1,032.12	4.10	4.73
6	Vehicles	10.78	-	-	10.78	10.78	-	-	-	10.78	0.00	0.00
		-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-
		5,529.77	-	-	5,529.77	5,474.33	7.63	-	-	5,481.96	47.81	55.44
	INTANGIBE FIXED ASSETS	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-
1	Computer Products / Rights	23.74	-	-	23.74	23.74	0.00	-	-	23.74	-	0.00
		-	-	-	-	-	-	-	-	-	-	-
		23.74	-	-	23.74	23.74	0.00	-	-	23.74	-	0.00
	TOTAL	**5,553.51**	**-**	**-**	**5,553.51**	**5,498.08**	**7.63**	**-**	**-**	**5,505.71**	**47.81**	**55.44**

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2024

(RS in lakhs)

Sl. No	Particulars	Gross Block			Depreciation/Amortization							
		As on 1st April, 2023	Additions during the year	Sale / Deletions during the year	As on 31st Mar'2024	Dep. As on 1st April, 2023	Depreciation/ Amortization for the year	Sale / Deletions during the year	Adjustments to Reserves as per New Act	Total Depreciation	Net Block as on 31st Mar'2024	Net Block as on 31st March'2023
	PROPERTY, PLANT AND EQUIPMENT				-		-			-	-	-
1	Electrical Equipment	240.40			240.40	240.40	-			240.40	-	-
2	Office Equipment	547.90			547.90	526.82	0.47			527.29	20.61	21.09
3	Air conditioners	74.92			74.92	68.03	4.50			72.53	2.39	6.89
4	Computers	3,610.83	8.72		3,619.55	3,586.62	5.23			3,591.84	27.71	24.21
5	Furniture	1,036.22			1,036.22	1,030.46	1.03			1,031.49	4.73	5.75
6	Vehicles	10.78			10.78	10.78	-			10.78	-	-
		5,521.05	8.72		5,529.77	5,463.10	11.23			5,474.33	55.44	57.94
	INTANGIBE FIXED ASSETS											
1	Computer Products / Rights	23.74			23.74	23.74	-			23.74	-	-
		23.74			23.74	23.74	-			23.74	-	-
	TOTAL	**5,544.79**	**8.72**	**-**	**5,553.51**	**5,486.85**	**11.23**	**-**	**-**	**5,498.08**	**55.44**	**57.94**

Brightcom Group Limited

Notes forming part of Standalone Financial Statements

NOTE NO. 4 : INVESTMENT PROPERTY

(Amount INR in Lakhs)

S.No.	Particulars	As at 31st Mar'2025	As at 31st March 2024
		Rupees	Rupees
I	Land at cost	21.95	21.95
	Total Investment Property	**21.95**	**21.95**

NOTE NO. 5 : INVESTMENTS - NON CURRENT

S.No.	Particulars	As at 31st Mar'2025	As at 31st March 2024
		Rupees	Rupees
I	**Investments - Non- Current**		
	(a) Investment in Equity Instruements at cost		
	(i) Subsidiaries (Unquoted)		
	Frontier Data Management Inc. USA	12,984.77	12,984.77
	International Expressions Inc. USA	10,453.63	10,453.63
	Online Media Solutions Limited , Israel	5,178.81	5,178.81
	Ybrant Media Acquisition Inc. USA	12,652.40	12,652.40
	Dream Ad Group	5,432.40	5,432.40
	Max Interactive Pty Ltd., Australia	4,174.90	4,174.90
	Dyomo Corporation .USA	4.67	4.67
	Ybrant Digital Services De Publicidade Ltda,Brasil	2.66	2.66
	Ybrant Digital (Brasil) Ltd., Singapore	0.00	0.00
	LGS Global FZE, UAE	2.44	2.44
	LIL Projects Private Limited	1.00	1.00
	Yreach Media Pvt.Ltd	0.99	0.99
	Vuchi Media Pvt ltd	16,886.81	16,886.81
	Total Investments Non- Current	67,775.49	67,775.49

NOTE NO. 6 : LOANS - NON CURRENT

S.No.	Particulars	As at 31st Mar'2025	As at 31st March 2024
		Rupees	Rupees
I	**Loans - Non- Current**		
	Unsecured, Considered Good		
	(a) Security deposits	20.66	20.66
	Total Loans - Non- Current	**20.66**	**20.66**

NOTE NO. 7 : OTHER FINANCIAL ASSETS - NON CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other financial assets - Non- Current		
	Unsecured Considered Good		
I	Advances to related parties		
	- Ybrant Employees Welfare Trust	107.50	107.50
	- LGSL Foundation Trust	56.95	56.95
	Total Other financial assets - Non- Current	**164.45**	**164.45**

NOTE NO. 8 : DEFERRED TAX ASSETS/(Liability) (NET)

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Deferred tax assets/(liability) (net)	-	-
	Deferred tax liability	467.38	527.74
I		-	-
	Allowances for bad and doubtful debts	20.12	(66.82)
	Acturail gain or loss of gratutity	0.93	6.46
		-	-
	Deferred tax assets	-	-
	Opening Deferred tax assets	660.25	671.06
	- Fixed Assets	(11.73)	(14.73)
	- Provision for gratuity and compensated absences	2.65	3.92
	Allowances for bad and doubtful debts	-	-
	Acturail gain or loss of gratutity	-	-
	MAT Credit	(200.12)	(200.12)
		-	-
		-	-
	Deferred tax assets/(liability) (net)	**(37.39)**	**(7.25)**

Brightcom Group Limited

Notes forming part of Standalone Financial Statements

NOTE NO. 9 : NON- CURRENT TAX ASSETS (NET)

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Non- Current tax assets (net)		
I	-TDS Receivables	57.34	68.37
	Total Non- Current tax assets (net)	**57.34**	**68.37**

NOTE NO. 10 : TRADE RECEIVABLES

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Trade receivables		
	(i) Unsecured considered good	22,037.97	23,658.67
	Less: Allowances for bad and doubtful debts	708.75	773.24
I	Notes		
	In determining the allowances for doubtful trade receivables the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.		
	Total Trade receivables	**21,329.23**	**22,885.43**

NOTE NO. 11 : CASH AND CASH EQUIVALENTS

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Cash and cash equivalents		
	Balances with banks		
I	(i) Current accounts	24.74	24.00
	(ii) Cheques, drafts on hand		
	(iii) Cash on hand	0.03	0.03
	Total Cash and cash equivalents	**24.77**	**24.03**

NOTE NO. 12 : OTHER BANK BALANCES - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other bank balances - Current		
	(i) Earmarked balances with Banks		
I	- Unpaid Dividend	49.91	49.91
	(ii) Balances with bank held as Margin Money	2.94	2.94
	Total Other bank balances - Current	**52.85**	**52.85**

Brightcom Group Limited

Notes forming part of Standalone Financial Statements

NOTE NO. 13 : LOANS - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Loans -Current		
	Unsecured Considered Good		
I	**(a) Loans to related parties**		
	LIL Projects Pvt ltd	11,866.20	11,953.46
	Yreach Media Pvt ltd	27,829.86	28,199.17
	(b) Others		
	- Advances to Employees	1,037.07	1,033.61
	- Other Advances	44,942.28	44,532.99
	Total Loans - Current	**85,675.42**	**85,719.23**

NOTE NO. 14 : OTHER FINANCIAL ASSETS - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other financial asset-Current		
	(a) Security deposits		
I	- Rental deposits	42.44	42.44
	- Other deposits	35.82	24.79
	Total Other Financial Assets - Current	**78.26**	**67.23**

NOTE NO. 15 : OTHER CURRENT ASSETS

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other Current Assets		
I	Others.	6,151.99	5,943.08
	Total Other Current Assets	**6,151.99**	**5,943.08**

Note No: 16 Equity share capital

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
I	**Equity share capital**		
	(i) Authorized		
	(2,250,000,000 Equity Shares of Rs.2/- each)	4,50,00,00,000	4,50,00,00,000
	(ii) Issued , Subscribed and Paid Up		
	(2,018,521,873 Equity Shares Rs.2/- each)	4,03,70,43,746	4,03,70,43,746
	(iii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:		
	Number of Shares		
	Shares outstanding at the beginning of the year	2,01,85,21,873	2,01,85,21,873
	Add: Issued and allotted during the year		
	Shares outstanding at the end of the year	2,01,85,21,873	2,01,85,21,873
	(iv) Rights, Preferences and restrictions attached to the equity shares:		
	(a) The Company has only one class of equity shares having par value of `2 each. Each shareholder is eligible for one vote per share held.		
	(b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity shareholders.		
	(v) Shares held by holding Company		
	(vi) The details of shareholders holding more than 5% shares in the Company		
	(a) Equity Shares		
	Aradhana commosales LLP		
	Number of equity shares	10,41,66,666	10,41,66,666
	% of holding	5.16%	5.16%
	Sarita commosales LLP		
	Number of equity shares	10,36,76,916	10,36,76,916
	% of holding	5.14%	5.14%

Brightcom Group Limited

Notes forming part of Standalone Financial Statements

Note No: 17 Other equity

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other equity		
	(i) Reserves & Surplus		
	(a) Capital reserve		
	Opening balance	41,678.12	41,678.12
	During the year		
		41,678.12	41,678.12
	b).Securities Premium		
	Opening balance	72,865.43	72,865.43
	Add:During the year		
		72,865.43	72,865.43
	c).General reserve		
	Opening balance.	398.17	398.17
	During the year		
		398.17	398.17
	d) Retained earnings:		
I	Opening balance	1,713.35	1,586.60
	Add: Profit for the year	5.45	114.72
	Add: Remeasurement of the defined benefit plan	1.73	12.03
	Less: Dividend issued	-	-
	Closing Balance	1,720.53	1,713.35
	e).Foreign currency translation reserve		
	Opening balance	567.35	540.53
	Add:During the year	65.38	26.82
		632.73	567.35
	Total Reserves and Surplus	**1,17,294.98**	**1,17,222.42**

NOTE NO. 18 : BORROWINGS - NON CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Borrowings - Non-Current		
	(i) From banks-Secured		
	(ii) From other parties-Unsecured		
	Loans from Related parties		
I	Dream Ad, Panama - Loan	941.38	917.07
	Frontier Data Management -Loan	1,113.04	1,084.30
	International Expressions	900.06	876.82
	Online Media - Loan	1,349.60	1,314.74
	Ybrant Media Inc - Loan	6,976.61	6,796.45
	Total Long term Borrowings Non-Current	**11,280.69**	**10,989.38**

NOTE NO. 19 : PROVISIONS - NON CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Provisions- Non Current		
	Provision for employee benefits		
I	(a) Gratuity	47.43	41.60
	(b) Leave encashment	16.91	16.91
	Other Provisions	367.24	398.62
	Total provisions Non current	**431.59**	**457.13**

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Notes forming part of Standalone Financial Statements

NOTE NO. 20 : TRADE PAYABLES - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
I	**Trade payables**	-	-
	Total outstanding dues of micro enterprises and small enterprises	0.68	0.24
	Total outstanding dues of creditors other than micro enterprises and small enterpri	4,214.43	6,373.45
	Total Trade payables - Current	**4,215.11**	**6,373.69**

NOTE NO. 21 : OTHER FINANCIAL LIABILITIES - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Other financial liabilities - Current		
	Current maturities of long term debt		
	Interest accrued and due on borrowings		
I	Others	133.37	104.25
	Total Other financial liabilities - Current	**133.37**	**104.25**

NOTE NO. 22 : OTHER CURRENT LIABILITIES

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
I	**Other current liabilities**		
	Unpaid dividend	3,402.28	3,402.28
	Other Current Liabilities	2,061.75	1,757.25
	Total Other current liabilities	**5,464.03**	**5,159.53**

NOTE NO. 23 : PROVISIONS - CURRENT

S.No.	Particulars	As at 31st Mar'2025 Rupees	As at 31st March 2024 Rupees
	Provisions - Current		
	(i) Provision for employee benefits		
I	Employee benefit payable	668.98	654.93
	(ii) Others		
	(a) Provisions for expenses	53.68	43.46
	(b) Other Provisions	1,433.84	1,380.73
	(c)Tax	16.14	35.01
	Total Provisions - Current	**2,172.63**	**2,114.12**

Brightcom Group Limited

NOTE NO. 24 : REVENUE FROM OPERATIONS

(Amount INR in Lakhs)

S.No.	Particulars	For the year ened 31st Mar'2025	For the year ened 31st March'2024
		Rupees	Rupees
I	Sale of Services Domestic	-	-
	Sale of Services Exports	-	-
	Sale of Software Exports	41,867.63	46,603.02
	Total Revenue from Operations	**41,867.63**	**46,603.02**

NOTE NO. 25 : OTHER INCOME

S.No.	Particulars	For the year ened 31st Mar'2025	For the period 31st March'2024
		Rupees	Rupees
I	Interest income /Dividend Income	0.20	412.44
	Net gain/loss on foreign currency translation and transaction	-	-
	Total Other Income	**0.20**	**412.44**

NOTE NO. 26 : PURCHASE/COST OF REVENUE

S.No.	Particulars	For the year ened 31st Mar'2025	For the period 31st March'2024
		Rupees	Rupees
I	Software Purchase & Sub Contractors Cost	33,002.91	37,239.63
	Total Purchase/Cost of Revenue	**33,002.91**	**37,239.63**

NOTE NO. 27 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	For the year ened 31st Mar'2025	For the period 31st March'2024
		Rupees	Rupees
I	Salaries,wages and allowances	4,293.12	4,438.59
	Contribution to provident and other fund	11.70	14.70
	Staff Welfare Expenses	1.13	1.47
	Director salary	34.97	-
	Total Employee Benefit Expenses	**4,340.91**	**4,454.76**

NOTE NO. 28 : OTHER OPERATING EXPENSES

S.No.	Particulars	For the year ened 31st Mar'2025	For the period 31st March'2024
		Rupees	Rupees
I	Power & Fuel	4.93	6.33
	Rent	544.01	603.34
	Repairs & Maintenance	101.01	112.71
	Insurance	103.63	111.20
	Rates & Taxes (excluding Income Tax)	11.85	2.41
	Miscellaneous Expenses	20.52	22.84
	Payment to Auditors:	-	-
	(i) As Auditor fee	15.00	15.00
	(ii) For Tax Audit fee	1.00	1.00
	(iii) For Other Audit related Services	2.00	2.00
	Telephone, Postage and Others	113.35	129.50
	Business Promotion Expenses	663.60	744.26
	Travelling and Conveyance	14.67	20.60
	Office Maintenance	213.30	211.10
	Printing & Stationery Expenses	14.22	13.00
	Security Charges	13.90	15.47
	Consultancy Charges	274.28	288.47
	Web Development Expenses	649.99	771.47
	Professional Charges	688.45	854.26
	Sales and Marketing Expenses	757.01	789.58
	Books & Subscriptions	27.21	30.29
	Proivision for Impairment of Debtors	(64.49)	191.23
	Other Expenses	295.04	230.86
	CSR Expenditure	-	13.13
	Total Other Operating Expenses	**4,464.47**	**5,180.06**

NOTE NO. 29 : FINANCE COSTS

S.No.	Particulars	For the year ened 31st Mar'2025	For the period 31st March'2024
		Rupees	Rupees
	Interest on Unsecured Loan	-	27.54
	Loan processing Charges & Bank Charges	0.19	2.06
	Total Finance Costs	**0.19**	29.60

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Notes forming part of Standalone financial statements for the year ended 31st March 2025

30. Auditor's Remuneration:

(in lakhs.)

Particulars	Year ended 31st March,	
	2025	**2024**
Statutory Audit Fees	15.00	15.00
Tax Audit Fee	1.00	1.00
Other Audit related Services	2.00	2.00
Total	**18.00**	**18.00**

31. Quantitative Details:

The Company is engaged in providing digital marketing services, development of Computer Software and services. The production and sale of such digital marketing services and software development services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under **Paragraphs 5 (viii)(c) of general instructions for preparation of the Statement of Profit and Loss as per Schedule III to the companies Act,2013.**

32. Related Party Transactions:

During the financial year 2024-25 the Company has entered into some transactions, which can be deemed as related party transactions. All these matters have been approved by the Board , wherever necessary.

(a) Related Parties:

S.No.	Particulars	Nature of Relationship
1	Raghunath Allamsetty	Executive Director
2	Kallol Sen	Executive Director
3	K. Jaya Lakshmi kumari	Independent Director
4	Surabhi Sinha	Independent Director
5	Radhakishore Pandrangi	Independent Director
6	Paladugu Venkata Subba Rao	Independent Director
7	Deepika Daliya	Independent Director
8	Ram Sharma	Independent Director
9	Ravi Chandran	Independent Director
10	Shambhavi Vedantam Murthy	Independent Director
11	P leo Ganeshan	Independent Director
12	Dr. Chandrika Setu Sharma	Independent Director
13	Mr. Satyanarayana Yadavally	Independent Director
14	Ali Akber Bakir Bhoy Mamuwali	Independent Director
15	Shrikanth Gehlot	Independent Director
16	Yreach Media Private Limited, India	99% Owned Subsidiary
17	LIL Projects Private Limited, India	Wholly Owned Subsidiary
18	Frontier Data Management Inc, USA	Wholly Owned Subsidiary
19	International Expressions Inc, USA	Wholly Owned Subsidiary
20	Online Media Solutions Limited, Israel	Wholly Owned Subsidiary
21	Ybrant Media Acquisition Inc, USA	Wholly Owned Subsidiary

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

22	Dyomo Corporation, USA	Wholly Owned Subsidiary
23	Max Interactive Pty, Ltd., Australia	Wholly Owned Subsidiary
24	DreamAd, Argentina	Wholly Owned Subsidiary
25	DreamAd, Chile	Wholly Owned Subsidiary
26	Get Media Mexico Sociedad Anonima De Capital Variable, Mexico	Wholly Owned Subsidiary
27	DreamAd, Panama	Wholly Owned Subsidiary
28	DreamAd, Uruguay	Wholly Owned Subsidiary
29	Ybrant Digital Servicos De Publiciade Ltda, Brasil	Wholly Owned Subsidiary
30	Ybrant Digital (Brasil) Ltd., Singapore	Wholly Owned Subsidiary
31	LGS Global FZE, UAE	Wholly Owned Subsidiary
32	Ybrant Employees welfare Trust	Directors acting as Trustees
33	LGSL Foundation Trust	Directors acting as Trustees
34	Vuchi Media Pvt ltd	Associate company

(b) Balances with related parties at the year-end:

(i) Unsecured loans from Related Parties: **(Amount in lakhs.)**

Particulars	Year ended 31st March	
	2025	2024
DreamAd, Panama	941.38	917.07
Frontier Data Management Inc, USA	1,113.04	1,084.30
International Expressions Inc, USA	900.06	876.82
Online Media Solutions Limited, Israel	1,349.60	1,314.74
Ybrant Media Acquisition Inc, USA	6,976.61	6,796.45

(ii) Investment in Subsidiaries and Associates:

Particulars	Year ended 31st March	
	2025	2024
DreamAd Group	5,432.40	5,432.40
Frontier Data Management Inc., USA	12,984.77	12,984.77
International Expressions Inc., USA	10,453.63	10,453.63
Online Media Solutions Limited, Israel	5,178.81	5,178.81
Ybrant Media Acquisition Inc.,USA	12,652.40	12,652.40
Max Interactive Pty Ltd, Australia	4,174.90	4,174.90
Dyomo Corporation, USA	4.67	4.67
Ybrant Digital Servicos De Publiciade Ltda,Brasil	2.66	2.66
Ybrant Digital (Brasil) Ltd., Singapore	0.00	0.00

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

LGS Global FZE,UAE	2.44	2.44
Yreach Media Pvt Ltd.	0.99	0.99
LIL Projects private limited.	1.00	1.00
Vuchi Media Pvt ltd	16,886.81	16,886.81

(iii) Unsecured loans to related parties:

Particulars	year ended 31st March	
	2025	**2024**
Ybrant Employees welfare Trust	107.50	107.50
LGSL Foundation Trust	56.95	56.95
LIL Projects Pvt ltd	11,866.20	11,953.46
Yreach Media Pvt ltd	27,829.86	28,199.17

33. Lease:

The company's lease asset classes primarily consist of leases for land and buildings. Effective April 1, 2019, the company adopted Ind AS 116, Leases and applied the standard to applicable lease contracts. On the adoption of the new standard resulted in the recognition of ROU asset of Rs. NIL, and a lease liabilities of Rs.NIL at a standalone level. The effect of this adoption is insignificant on the operating profit, net profit for the period and earnings per share

34. Foreign Currency Outflows:

Foreign Exchange outflows as reported by the Company to Government of India and as certified by Management.

(Amount in Rs.)

Particulars	Year Ended 31st March,	
	2025	**2024**
Foreign Travelling	0.00	0.00
Total	**0.00**	**0.00**

35. Foreign Currency Inflows:

Foreign Exchange inflows as reported by the Company to Government of India and as certified by Management.

(in lakhs)

Particulars	Year Ended 31st March,	
	2025	**2024**
Sales & Services	NIL	NIL
Realization from Trade Receivables out of Opening Balance	NIL	NIL
Investment in Equity	-	-
Total	**-**	**-**

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

36. Employee Benefits (Gratuity)

The details of the Company's post – retirement benefit plans for its employees including whole-time directors are given below which are certified by an Independent Actuary.

a) **Changes in the Present Value of Obligation**

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Present Value of Obligation as at beginning	41.60	54.02
Current Service Cost	5.59	6.11
Interest Expense or Cost	2.95	3.84
Re-measurement (or Actuarial) (gain) / loss arising from: others		
- change in demographic assumptions		
- change in financial assumptions	-2.70	-18.50
- experience variance (Actual v assumptions)		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	-0.00	-3.87
Acquisition Adjustment		
Effect of business combinations or disposals		
Present Value of Obligation as at the end	47.43	41.60

b) Bifurcation of Net Liability

Particulars	As on	
	31-Mar-25	**31-Mar-24**
Current Liability (Short term)	23.26	22.16
Non-Current Liability (Long term)	24.17	19.44
Total Liability	**47.43**	**41.60**

c) Changes in the Fair Value of Plan Assets

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Fair Value of Plan Assets as at the beginning	0.57	0.43
OB difference		
Actuarial gain/(loss)	0.04	0.11
Employer's Contribution		
Expenses		
Employee's Contribution		
Benefits Paid	-0.00	-3.87
Return on plan assets , excluding amount	-0.04	-0.11

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

recognized in net interest expense		
Acquisition Adjustment	0.00	4.01
Fair Value of Plan Assets as at the end	**0.57**	**0.57**

d) Change in the Effect of Asset Ceiling

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Effect of Asset Ceiling at the beginning	**-**	**-**
Interest Expense or Cost (to the extent not recognized in net interest expense)	**-**	**-**
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	**-**	**-**
Effect of Asset Ceiling at the end	**-**	**-**

e) Expenses Recognized in the Income Statement

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Current Service Cost	5.59	6.11
Past Service Cost		
Loss / (Gain) on settlement		
Expected return on Asset	-0.04	0.11
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	2.95	3.84
Actuarial Gain/Loss		
Expenses Recognized in the Income Statement	**8.50**	**10.06**

f) Other Comprehensive Income

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Actuarial (gains) / losses		
- change in demographic assumptions		
- change in financial assumptions	(2.70)	(18.50)
- experience variance (i.e. Actual experience vs assumptions)		
- others obd difference		
Return on plan assets, excluding amount recognized in net interest expense	-0.04	0.11
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		
Components of defined benefit costs recognized in other comprehensive income	**(2.66)**	**(18.39)**

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

g) Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-25	31-Mar-24
Government of India securities	-	-
State Government securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Special Deposit Scheme	-	-
Funds managed by Insurer	-	-
Bank balance	-	-
Other Investments	-	-
Total	-	-

h) Actuarial Assumptions:

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31-Mar-25	31-Mar-24
Discount rate (per annum)	**6.61%**	**7.08%**
Salary growth rate (per annum)	**6.00%**	**6.00%**

(ii) Leave Encashment

The provision for Leave Encashment is calculated as per accrual method and included in current liability & provision.

37. Earnings Per Share:

Particulars	(in lakhs) Year Ended 31st March,	
	2025	2024
Profits Attributable to Equity Share Holders	5.44	114.72
Weighted Average No. of Shares Outstanding for the Year ended		
Basic	2,018,521,873	2,018,521,873
Diluted	2,018,521,873	2,018,521,873
Earnings per Share – Basic	0.0003	0.006
Earnings per Share – Diluted	0.0003	0.006

The EPS of Rs. 0.0003 on a PAT of Rs. 5.44 lakhs for the year ended 31 March 2025 for an Equity Capital i.e. Rs.40,370.44 lakhs consisting of 2,018,521,873. Equity Shares of Rs.2/- each fully paid up and whereas the EPS of Rs. 0.006 on a PAT of Rs. 114.72 lakhs for the year ended 31 March 2024 for an Equity Capital i.e. Rs.40370.44 lakhs consisting of 2,018,521,873.

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

38. As per Ind AS 21, the Foreign exchange fluctuation gain /(loss) on monetary items is recognized in statement of P & L a/c. The receivables have been considered at the actual rate at which the amount is realized.

39. Segment Reporting:

The Company is mainly engaged in the area of Digital Marketing (& related) services and Software Development Services.

The company publishes standalone financial statements along with the consolidated financial statements in the annual report. Segment wise details are provided in consolidated financial statements.

40. Intra branch Transactions:

The Intra Branch transactions have been eliminated while preparing the financial statements.

41. The subsidiary (Ybrant Media Acquisition Inc., USA) has failed to pay part consideration due to Daum Global Holding Corporation in respect of acquisition of Lycos Inc., considering which the district court of New York has granted receivership of 56% shares of the Lycos Inc. back to Daum Global Holding Corporation.[Announcement under Regulation 30 (LODR) dated 9th May, 2018 on BSE].

42. Dues to Micro & Small Enterprises:

There are no overdue principle amounts and interest thereon payable to Micro Enterprises and Small Enterprises, as at 31-03-2025.

43. Confirmation of Closing Balances:

The Company has sought for confirmations in respect of Trade receivables, Trade Payables, loans and advances given and received. However, the confirmations from few parties are yet to be received in respect of the said items.

44. Trade receivables ageing schedule

(a).Ageing as at 31 March 2025

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	-	17,659.42	4,378.56	-	-	-	22,037.98
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Less: Expected credit loss	-	-	-	-	-	-	-708.75
Total		**17,659.42**	**4,378.56**	**-**	**-**	**-**	**21,329.23**

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

b).Ageing as at 31 March 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good		15,369.36	8,289.32	-	-	-	23,658.67
Disputed Trade Receivables - considered good		-	-	-	-	-	-
Less: Expected credit loss	-	-	-	-	-	-	-773.24
Total		**15,369.36**	**8,289.32**	**-**	**-**	**-**	**22,885.43**

45. Trade payables ageing schedule

a).Ageing as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	0.68	-	-	-	-	0.68
Others	4214.42	-	-	-	-	4214.42
Total	**4,215.10**	**-**	**-**	**-**	**-**	**4,215.10**

b).Ageing as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	0.24	-	-	-	-	0.24
Others	6,373.45	-	-	-	-	6,373.45
Total	**6,373.69**	**-**	**-**	**-**	**-**	**6,373.69**

46. Financial risk management objectives and policies

The Company's principal financial liabilities comprise, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company's is exposed to market risk, credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and makes policies for managing each of these risks, which are summarized below.

A. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. The Company is exposed to credit risk from its operating activities (primarily trade

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Company considers a counterparty who fails to pay according to the contractual terms or obligations as a defaulted party. This is based on considering the market and economic forces in which the entities in the company's are operating. The Company creates provision for the amount if the credit risk of counter–party increases significantly due to its poor financial position and failure to make payment with in the due date. In calculating expected credit loss, the Group has also considered historical pattern of credit loss, the likelihood of increased credit risk and consequential default.

Trade receivables as contract asset:

The customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Before accepting any new customer, the Company uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis. Outstanding customer receivables are regularly monitored. The Company receivables turnover is quick and historically, there were no significant defaults. Ind AS requires an entity to recognize in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Company assesses at each date of statements of financial position whether a financial asset or a Company of financial assets is impaired.

B. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other market changes. Financial instruments affected by market risk include loans and borrowings and deposits.

- **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company**'s** exposure to the risk of changes in market interest rates is negligible.

- **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company exposure to the risk of changes in foreign exchange rates relates primarily to the Company operating activities (when revenue or expense is denominated in a foreign currency).

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities.

47. . Contingent Liabilities & Guarantees:

(in lakhs.

Particulars	Name of the Bank / Party	Year ending 31st March, 2025
Disputed Service tax Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	1,460.05

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

Disputed Service tax Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	413.23
Disputed Service tax Liability for the period April 2014 to June 2017.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	6,487.35
Disputed GST Liability for the period July 2017 to March 2021.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	3,287.09
Disputed Income Tax Liability for the A.Y.2006-07 to A.Y. 2009-10.	CIT(Appeals) / ITAT	347.41
Disputed Income Tax Liability for the A.Y.2010-11 to A.Y. 2013-14.	CIT(Appeals)/ ITAT	2,487.94
Disputed Income Tax Liability for the A.Y.2014-2015 to A.Y. 2020-22.	CIT(Appeals)/ ITAT	6,044.63
Corporate Guarantee for Acquiring Lycos Inc (USD 4 Mn) *	Daum Global Holdings Corp, Republic of Korea	3,423.20

** Assumption: 1 USD = Rs.85.58 (Closing rate as on 31st March 2025)*

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

48. Dividend Payable is pending for various financial years amounting to Rs.3,402.28/-lakhs.

49. Additional Regulatory Information:

Ratios

Ratio	Numerator	Denominator	Current year	Previous year	Change in ratio
Current ratio (in times)	Total current assets	Total current liabilities	9.45	8.34	13%
Debt-Equity ratio (in times)	Debt consists of borrowings and long term liabilities	Total equity	0.0745	0.0727	3%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes+ Non-cash operating expenses + Interest +Other non-cash adjustments	Debt service = Interest + finance charges	71.04	5.26	1252%
Return on equity ratio (in %)	Profit for the year	total equity	0.003%	0.07%	-95%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	1.89	2.13	-11%
Trade payables turnover ratio (in times)	Cost of equipment and software licences	Average trade payables	6.23	7.39	-16%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.41	0.46	-10%
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.01%	0.25%	-95%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Long term liabilities	0.03%	0.08%	-62%
Return on investment (in %)	Total Other comprehensive income	total assets	0.04%	0.08%	-50%

50. The figures of previous year have been regrouped wherever necessary.

51. SEBI passed a final order, WTM/AN/CFID/CFID_4/31187/2024-25 dated February 6, 2025 with regards to "Impairment of assets" case. A writ petition was filed by the company challenging the SEBI order which imposed penalties under various provisions of the SEBI Act and the Securities Contracts (Regulation) Act. The High Court, upon perusal of the material on record, observed that there is no substantive evidence to justify the quantum of penalty imposed. Consequently, the Hon'ble Court has directed an interim suspension of the recovery of the penalty and the remaining provisions of the order dated 06.02.2025 are pending adjudication. SEBI had passed a different interim order on 22nd August, 2023, and later passed confirmatory order on 28th Feb, 2024 on certain other matters. The conformity order has been appealed by the company in SAT through appeal number 474 of 2024.The same is pending in SAT.

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2025

52. As referred in point no 177(g)(ii) of SEBI's interim order cum show cause notice dated 13th April 2023, the internal team of the company conducts and ensures the adequacy of internal audit function of the company.

53. The figures have been rounded off to the nearest lakhs and decimals thereoff.

As per our report of even date
For P Ravi Chandra,
CHARTED ACCOUNTANTS
FRN: 018985S

For and on behalf of the Board of
BRIGHTCOM GROUP LIMITED

P Ravi chandra
Partner
Membership Number: 230754
UDIN:25230754BMKULB4271

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

PLACE: HYDERABAD
DATE: 01-09-2025

P LEO Ganesan
Director
DIN: 08983194

CONSOLDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To The Members of BRIGHTCOM GROUP LIMITED
Report on the Audit of the Consolidated Ind AS Financial Statements

Qualified Opinion

We have audited the accompanying consolidated Ind AS financial statements of BRIGHTCOM GROUP LIMITED ("the Holding Company"),its subsidiaries (the Company, its subsidiaries together referred to as "the Group"),which comprise the Consolidated Balance Sheet as at March 31, 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us except for the possible effects of the matters described in the Basis for Qualified opinion the aforesaid consolidated financial statements give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules ,2015, as amended ("IndAS") and other accounting principles generally accepted in India , of the consolidated state of affairs of "the Group" as at March 31, 2025, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of "the Consolidated Financial Statements" section of our report .We are independent of "the Group" in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of "the consolidated financial statements" under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

1) We cannot confirm the opening and closing balances as they are subject to change. SEBI vide its letter dated 13.04.2023 has ordered company to undertake examination of its financial statements for the period 2014-15 to 2021-22 by a peer-reviewed Chartered Accountant, to ensure that the same are in compliance with all the applicable accounting standards and submit the statement of impact of all the non-compliances. To this extent the current year's opening balances and consequent effect on the closing balances thereof are subject to the verification and confirmation by the peer review auditor.

2) The Company's revenue is predominantly derived from its foreign branch in the USA, which constitutes a significant portion of its financial performance. In this regard, we have relied upon the financial statements of the said foreign branch, which have been confirmed by a Certified Public Accountant (CPA) in the USA. No audit procedures with respect to the financial

statements of the foreign branch have been carried out by us, and we have placed reliance solely on the financial statements confirmed by the US CPA.

3) The Consolidated Financial Results includes 14 foreign subsidiaries financial statements and whose Financial Statements reflect Group's share of total assets of Rs. 7,85,140 lakhs as at 31-03-2025 and total revenues of Rs 5,14,466 lakhs, total net profit/ (loss) after tax of Rs.71,616 lakhs, and total comprehensive income/loss of Rs. 91,259 lakhs for the year ended 31-03-2025, and cash flows (net) of Rs (5,495) lakhs for the period from 01-04-2024 to 31-03-2025 which are considered in preparation of the consolidated financial statement.

We have received Signed Financials of two foreign subsidiaries named Frontier Data Management Inc, and Dyomo Corporation whose Financial Statements reflect total assets of Rs. 3,26,904.08 lakhs as at 31-03-2025 and total revenues of Rs 3,75,615.41 lakhs, total net profit/ (loss) after tax of Rs.64,686.67 lakhs, and total comprehensive income/loss of Rs. 71,640.35 lakhs for the year ended 31-03-2025. No audit procedures with respect to the financial statements of the above two foreign subsidiaries have been carried out by us, and we have placed reliance solely on the financial statements signed by the US CPA.

The audited financial statements of the remaining 12 foreign subsidiaries (other than *Frontier Data Management Inc.* and *Dyomo Corporation*) have not been furnished to us. Consequently, we have not carried out any audit procedures with respect to the financial information of these subsidiaries due to non-availability of the information.

The management of "the Holding company" after converting the financial information into reporting currency & consolidating as per Ind AS, submitted the consolidated financial statements to us and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on such financial statements/financial information/financial results.

4) Considering the SEBI's Interim order cum show-cause notice dated 13th April, 2023 we have made the following observations:

a) As referred in Point No. 72, the company's investment in Ybrant Media Acquisition Inc, one of the subsidiaries of the company has negative equity/net worth indicating the existence of an indicator of impairment. But the company has neither impaired nor created any provision against the value of Investments in Ybrant Media Acquisition Inc.

b) As referred in Point No. 177[e] "the company" has to disseminate the standalone financial statements of each of its subsidiaries on its website, for the period between FY 2014-15 and FY 2021-22.

c) The opening balances of Investments, receivables and payables with related to subsidiaries in standalone financial statements are subject to the confirmation of peer review auditor and due to its consequent effect, the closing balances thereof are also subject to variation.

d) "The company" has still not made any provision for impairment of investments of Rs.16,886.81 lakhs made in M/s Vuchi Media Private Limited despite the fact that the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. And also 1,40,70,000 equity shares allotted to M/s Vuchi Media Private Limited are pending for cancellation subject to the legal process completion.

e) The promotors shareholding is based on available information and may change, as the company has appealed against SEBI's interim order dated 22nd August 2023 and subsequent confirmatory order dated 28th February 2024. The proceedings are ongoing.

5) In the process of acquiring M/s Vuchi Media Private Limited BCG has paid consideration to the tune of 29.83% by allotting 1,40,70,000 equity shares at a price of Rs.120.02. But later on, the proposed acquisition transaction was revoked by both the parties and have cancelled the definitive share purchase agreement that was entered into. In view of the above cancellation of deal, the company has not considered M/s Vuchi Media Private Limited as an associate company in the consolidated financial statements.

1) SEBI has issued a show-cause notice and an interim order dated 13-04-2023, observing certain irregularities, followed by interim order dated 22-08-2023 and confirmatory order dated 28-02-2024. SEBI passed a final order (WTM/AN/CFID/CFID_4/31187/2024-25) dated 6th February, 2025 in relation to the 'Impairment of Assets' case. The Company filed a writ petition challenging the said order, which had imposed penalties under various provisions of the SEBI Act and the Securities Contracts (Regulation) Act. The Hon'ble High Court, upon perusal of the material on record, observed that there was no substantive evidence to justify the quantum of penalty imposed. Consequently, the Court has granted an interim suspension of the recovery of the penalty, while the remaining provisions of the SEBI order dated 06.02.2025 are pending adjudication. It may be noted that SEBI had earlier passed an interim order on 22nd August, 2023, and subsequently, a confirmatory order on 28th February, 2024 on certain other matters. This confirmatory order has been appealed by the company in SAT through appeal number 474 of 2024. The same is pending in SAT. we are not able to express an opinion on above issues covered, due to its pendency.

Emphasis of Matter Paragraph

1. With respect to Income Tax the company has certain appeals pending with the authorities, the outcome of which is not ascertained as on the date of Balance Sheet.

2. The consolidated Ind AS financial statements of the Company for the year ended 31st March, 2024 are subject to variation pursuant to SEBI's observations/directions, which may have a consequential effect on the closing balances as at 31st March, 2025

3. Bank balances were verified to the extent of bank statements and balances confirmations provided to us.

Our opinion is not modified in respect of above emphasis of matter paragraph.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon:

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these Consolidated IND AS Financial Statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated IND AS Financial Statements by the Directors of "the Holding Company", as aforesaid.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group is also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.
- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in :(i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

  We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

  We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

  From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and except for the matters described in the *Basis for Qualified Opinion*, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) Except for the possible effects of the matter described in the *Basis for Qualified Opinion*, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended.

e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors of the company and its subsidiaries, none of the directors of the Indian companies included in group is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses Qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statement has disclosed pending litigations which would have impact on its consolidated financial position of the group.

ii. "The Group" did not have any long term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2025.

iii. Based on our examination, we have identified the following non-compliances with the relevant laws and regulations:

- "The Holding Company" has not declared any dividend during the year.
- "The Holding Company" has not transferred the unclaimed dividend amount to the Investor Education and Protection Fund even after seven years.

iv. "The Holding company's" management has represented that, to the best of its knowledge and belief, no funds have been advanced or

loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

v. "The Holding company's" management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations in sub-clause (iv) and (v) above contain any material misstatement. Total dividend of Rs. 3,402.28 lakhs is pending for payment which pertains to various financial years.

vi. The Holding company does not maintain an audit trail and edit-log system as per MCA Guidelines.

For P R Chandra & Co Chartered Accountants
Firm Registration No: 018985S

CA P Ravichandra
Partner, Membership No: 230754 UDIN: 25230754BMKULC8791

Place: Hyderabad Date: 01-09-2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of BRIGHTCOM GROUP LIMITED of even date

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of BRIGHTCOM GROUP LIMITED (herein after referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of "the Holding Company" and the respective Board of Directors of its subsidiary companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act,2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section143(10) of the Companies Act , 2013 , to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its Subsidiary Companies.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and(3)provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

In our opinion, "the Holding company" does not have adequate Internal Financial Control Systems over financial reporting and such systems were not operating effectively as at March 31st, 2025, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P R Chandra & Co Chartered Accountants
Firm Registration No: 018985S

CA P Ravichandra
Partner, Membership No: 230754 UDIN: 25230754BMKULC8791

Place: Hyderabad Date: 01-09-2025

Brightcom Group Limited

Consolidated Balance Sheet as at 31st March 2025

(Amount INR in Lakhs)

Particulars	Note	As at 31st March 2025	As at 31st March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,262.16	3,223.42
Capital work in Progress	3	18,178.49	19,766.69
Investment property	4	21.95	21.95
Other intangible assets	3	95,109.50	81,815.93
Intangible assets under development	3	19,713.45	20,248.95
Financial assets			
- Investments	5	58,294.96	57,225.65
- Loans	6	11,357.08	11,064.34
- Others financial assets	7	1,884.00	1,839.59
Deferred tax assets (net)	8	1,856.87	1,174.51
Non- Current tax assets (net)	9	57.34	68.37
Other non-current assets	10	3,489.72	3,399.60
Total Non-current assets		**2,12,225.52**	**1,99,849.00**
Current assets			
Financial assets			
- Trade receivables	11	3,92,640.27	3,65,982.91
- Cash and cash equivalents	12	1,15,286.86	1,20,782.17
- Other bank balances	13	52.85	52.85
- Loans	14	2,15,215.80	1,53,779.74
- Other Financial Assets	15	78.26	67.23
Other current assets	16	44,514.37	35,929.39
Total Current assets		**7,67,788.41**	**6,76,594.29**
Total assets		**9,80,013.93**	**8,76,443.29**
EQUITY AND LIABILITIES			
Equity Share capital	17	40,370.44	40,370.44
Other equity	18	8,28,554.86	7,38,087.29
Total Equity		**8,68,925.30**	**7,78,457.73**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings		-	-
Provisions	19	1,057.65	1,070.27
Deferred tax liabiliates (net)	20	308.56	269.03
Total Non-current liabilities		**1,366.21**	**1,339.30**
Current liabilities			
Financial liabilities			
- Borrowings		-	-
- Trade payables	21		
(A) Total outstanding dues of Micro enterprises and Small Enterprises		0.68	0.24
(B) Total outstanding dues of creditors other than micro and small enterprises.		35,891.04	30,593.02
(iii) Other financial liabilities (other than those specified in item (c) below)			
- Others financial liabilities	22	133.37	104.25
Other current liabilities	23	46,016.62	41,871.67
Provisions	24	27,680.69	24,077.07
Total Current liabilities		**1,09,722.42**	**96,646.25**
Total equity and liabilities		**9,80,013.93**	**8,76,443.29**

Notes forming part of consolidated financial statements

The accompanying notes from 1 to 56 form an integral part of the Consolidated financial statements.

AS PER OUR REPORT OF EVEN DATE

P R Chandra & Co.,
CHARTERED ACCOUNTANTS
FRN:018985S

For and on behalf of the Board
Brightcom Group Limited

P Ravi Chandra
PARTNER
M.No.230754
UDIN:25230754BMKULC8791

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

P LEO Ganesan
Director
DIN: 08983194

Place : Hyderabad
Date : 01-09-2025

Brightcom Group Limited

Statement of Consolidated Profit and Loss for the year ended 31st March 2025

(Amount INR in Lakhs)

Particulars	Note	Year Ending 31-03-2025	Year Ending 31-03-2024
		Rupees	Rupees
INCOME			
I. Revenue from operations	25	5,14,667.23	4,66,223.89
II. Other income	26	(1.54)	1.39
III. Total Income (I+II)		**5,14,665.69**	**4,66,225.28**
IV. EXPENSES			
Purchase / Cost of Revenue	27	3,16,989.04	2,72,541.56
Employee Benefit expenses	28	26,185.14	33,790.65
Other Operating Expenses	29	39,332.45	35,962.65
Financial costs	30	2.03	29.91
Depreciation and amortization expense	3	30,687.52	28,467.99
Total expenses (IV)		**4,13,196.18**	**3,70,792.76**
V. Profit/(loss) before tax (III-IV)		**1,01,469.51**	**95,432.52**
VI. Tax expense			
Current tax		31,087.07	27,414.70
Deferred tax		(621.36)	(734.66)
VII. Profit/(loss) for the period (V-VI)		**71,003.81**	**68,752.48**
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plan (net of tax)		375.63	331.10
Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		19,088.13	9,282.74
		-	-
IX. Total comprehensive income for the period (VII+VIII)		**90,467.57**	**78,366.32**
Earnings per share			
(1) Basic (in Rs.)		3.52	3.41
(2) Diluted (in Rs.)		3.52	3.41

Notes forming part of consolidated financial statements

The accompanying notes from 1 to 56 form an integral part of the Consolidated financial statements.

AS PER OUR REPORT OF EVEN DATE

P R Chandra & Co.,
CHARTERED ACCOUNTANTS
FRN:018985S

For and on behalf of the Board
Brightcom Group Limited

P Ravi Chandra
PARTNER
M.No.230754
UDIN:25230754BMKULC8791

M Suresh Kumar Reddy
Chairman & Managing D
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

P LEO Ganesan
Director
DIN: 08983194

Place : Hyderabad
Date : 01-09-2025

Brightcom Group Limited
Consolidated Cash flow Statement for the year ended 31st March 2025

(Amount INR in Lakhs)

	Partirulars	Year ended 31st March 2025	Year ended 31st March 2024
A.	**Cash Flow from Operating Activities**		
	Profit Before Tax	1,01,469.51	95,432.52
	Adjustment for :		
	Add:Depreciation and amortisation expense	30,687.52	28,467.99
	Allowance for doubtful trade receivables	1,701.17	2,404.35
	Operating Profit before Working Capital Changes	**1,33,858.20**	**1,26,304.86**
	Adjustment for Working Capital Changes:		
	Increase/(Decrease) in Shor term Borrowings	-	-
	Increase/(Decrease) in Trade Payables	5,298.46	4,014.93
	Increase/(Decrease) in other Current Liabilities	4,144.95	5,665.09
	Increase/(Decrease) in Others financial liabilities	29.12	(5.12)
	Increase/(Decrease) in Short-Term Provisions	(60.58)	(474.01)
	Decrease/(Increase) in Trade Receivables	(28,358.53)	(69,215.30)
	Decrease/(Increase) in Short-Term Loans and Advances	(61,436.06)	(7,860.26)
	(Increase)/Decrease in Other Financial Assets	(11.03)	(9.87)
	(Increase)/Decrease in other Current Assets	(8,584.98)	(16,957.62)
	Cash Flow from Operating Activities	**44,879.55**	**41,462.71**
	Less: Taxes paid	27,422.86	28,088.34
	Net Cash Flow from Operating Activities (A)	**17,456.69**	**13,374.37**
B	**Cash Flow from Investing Activities**		
	Purchase/(Increase) of Fixed Assets		(1,016.79)
	(Increase)/Decrease in Non-Current Investments	-	-
	(Increase)/Decrease in Intangibles under development	(19,713.45)	(20,248.95)
	(Increase)/Decrease in Capital Work in Progress	(18,178.49)	(19,766.69)
	Net cash Flow from investing activities (B)	**(37,891.94)**	**(41,032.43)**
C.	**Cash Flows from Financing Activities**		
	Dividend Paid		(6.61)
	Increase /(Decrease) in Foreign Currency Fluctuation Reserve	15,014.98	7,365.28
	Increase /(Decrease) in Share capital	-	-
	Increase/(Decrease) in Share premium	-	-
	Increase/(Decrease) in long term provision	363.01	307.43
	(Increase)/Decrease in Deffered tax Asset(Net)	(61.00)	42.90
	Increase/(Decrease) in Deffered tax Liabilities(Net)	39.53	(45.92)
	(Increase)/Decrease in Long term loans and advances	(292.74)	
	(Increase)/Decrease in advances	-	(153.09)
	(Increase)/Decrease in other financila assets	(44.41)	-
	(Increase)/Decrease in Non- Current tax assets (net)	11.03	(23.10)
	(Increase)/Decrease in Other Non - Current Assets	(90.12)	(16.44)
			(150.39)
	Net cash Flow from financing activities (C)	**14,940.28**	**7,320.06**
			-
	Cash and cash equivalents at beginning of year	**1,20,834.67**	**1,41,172.67**
	Net change in cash (A+B+C)	**(5,494.96)**	**(20,338.00)**
	Cash and cash equivalents at year ended 31st Mar 2025	**1,15,339.71**	**1,20,834.67**

Notes forming part of consolidated financial statements

The accompanying notes from 1 to 56 form an integral part of the Consolidated financial statements.

AS PER OUR REPORT OF EVEN DATE

P R Chandra & Co.,
CHARTERED ACCOUNTANTS
FRN:018985S

For and on behalf of the Board
Brightcom Group Limited

P Ravi Chandra
PARTNER
M.No.230754
UDIN:25230754BMKULC8791

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Place : Hyderabad
Date : 01-09-2025

P LEO Ganesan
Director
DIN: 08983194

Statement of Changes in Equity for the period ended 31st March 2025

A. Equity Share Capital

(Amount INR in Lakhs)

Balance As at 1st April 2024	**Changes in equity share capital during the year**	**Balance as at 31st March 2025**
40,370.44	-	40,370.44

Balance As at 1st April 2023	**Changes in equity share capital during the year**	**Balance as at 31st March 2024**
40,370.44		40,370.44

B. Other Equity

			Reserves and Surplus				**Items of Other**			Total
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities premium reserve	General reserve	Surplus in statement of P&L	Foreign currency translation reserve	Actuarial Gain/(Loss)	Money received against share warran ts	Rupees
Balance as at 1st April 2024			**41,678.12**	**72,865.43**	**398.17**	**5,57,870.60**	**65,257.52**	**17.46**	**-**	**7,38,087.29**
Changes in accounting policy or prior period errors										
Restated balance at the beginning of the reporting										
Add: during the year						71,003.81	19,088.13	375.63		**90,467.57**
Dividends(Including Dividend tax)						-				**-**
Transfer to General Reserve										-
Transfer to retained earnings										-
premium paid on newly issued shares				-						**-**
utlised for Bonus				-						**-**
Balance at the end of the reporting period 31st March '2025			**41,678.12**	**72,865.43**	**398.17**	**6,28,874.40**	**84,345.65**	**393.09**		**8,28,554.86**

			Reserves and Surplus				Items of Other			Total
	Share application money	Equity component of compound	Capital Reserve	Securities premium reserve	General reserve	Surplus in statement of P&L	Foreign currency translation	Actuarial Gain/(Loss)	Money received against	Rupees
Balance as at 1st April 2023			**41,678.12**	**72,865.43**	**398.17**	**4,89,118.12**	**55,974.78**	**(313.64)**	**-**	**6,59,720.97**
Changes in accounting policy or prior period errors										
Restated balance at the beginning of the reporting										
Add: during the year						68,752.48	9,282.74	331.10		**78,366.32**
Dividends(Including Dividend tax)						(0.00)				**(0.00)**
Transfer to General Reserve										**-**
Transfer to retained earnings										**-**
premium paid on newly issued shares				-						**-**
utlised for Bonus				-						**-**
Balance at the end of the reporting period 31st March '2024			**41,678.12**	**72,865.43**	**398.17**	**5,57,870.60**	**65,257.52**	**17.46**		**7,38,087.29**

Brightcom Group Limited

(Amount INR in Lakhs)

Notes forming part of consolidated financial statements

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2025

Sl. No.	Particulars	Gross Block					Depreciation/ Amortisation						Net Block as on 31st March 2025	Net Block as on 31st March 2024
		As on 1st April, 2024	Additions during the year	Foreign currency transalaton reserve	Sale / Deletions during the year	As on 31st March, 2025	Dep. As on 1st April, 2024	Depreciation/Amortisation for the year	Foreign currency transalaton reserve	Sale / Deletions during the year	Transfered to Retained	Total Depreciation		
I	**PROPERTY, PLANT AND EQUIPMENT**													
1	Electrical Equipment	243.82	-	-	-	243.82	242.37	0.32	-	-	-	242.70	1.12	1.44
2	Office Equipment	1,706.31	0.00	87.66	-	1,793.98	1,229.85	151.00	20.14	-	-	1,400.98	393.00	476.47
3	Air Conditioners	76.28	-	-	-	76.28	72.97	0.75	-	-	-	73.72	2.56	3.32
4	Computers	14,396.93	-	262.97	-	14,659.90	12,780.71	680.15	228.98	-	-	13,689.83	970.07	1,616.22
5	Furniture	2,075.60	-	27.43	-	2,103.03	1,579.37	92.61	15.56	-	-	1,687.54	415.49	496.23
6	Property & Equipment	4,211.54	-	80.69	-	4,292.23	3,581.81	164.55	65.96	-	-	3,812.32	479.92	629.74
7	Vehicles	10.78	-	-	-	10.78	10.78	-	-	-	-	10.78	0.00	0.00
	Total	**22,721.28**	**0.00**	**458.75**	**-**	**23,180.03**	**19,497.86**	**1,089.38**	**330.63**	**-**	**-**	**20,917.87**	**2,262.16**	**3,223.42**
II	**Intangibe Fixed Assets**													
1	Intangible Assets	2,51,746.16	40,015.62	7,469.93	-	2,99,231.71	1,69,930.23	29,598.14	4,593.84	-	-	2,04,122.21	95,109.50	81,815.93
2	Computer Products / Rights	263.07	-	-	-	263.07	263.07	-	-	-	-	263.07	0.00	0.00
	Total	**2,52,009.23**	**40,015.62**	**7,469.93**	**-**	**2,99,494.78**	**1,70,193.30**	**29,598.14**	**4,593.84**	**-**	**-**	**2,04,385.28**	**95,109.50**	**81,815.93**
III	**Good Will**													
IV	**Capital Work In Progress**	**19,766.69**	18,178.49		**19,766.69**	**18,178.49**	**-**	**-**	**-**	**-**	**-**		18,178.49	19,766.69
	Intangible Assets under development	**20,248.95**	**19,713.45**		**20,248.95**	**19,713.45**	**-**	**-**	**-**	**-**	**-**		19,713.45	20,248.95
	TOTAL	**3,14,746.15**	**77,907.56**	**7,928.68**	**40,015.65**	**3,60,566.75**	**1,89,691.16**	**30,687.52**	**4,924.47**	**-**	**-**	**2,25,303.15**	**1,35,263.60**	**1,25,054.99**

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2024

Amount in Rupees

Sl. No.	Particulars	Gross Block					Depreciation/ Amortisation						Net Block as on 31st March 2024	Net Block as on 31st March 2023
		As on 1st April, 2023	Additions during the year	Foreign currency transalaton reserve	Sale / Deletions during the year	As on 31st March, 2024	Dep. As on 1st April, 2023	Depreciation/Amortisation for the year	Foreign currency transalaton reserve	Sale / Deletions during the year	Transfered to Retained Earnings	Total Depreciation		
I	**PROPERTY, PLANT AND EQUIPMENT**													
1	Electrical Equipment	243.82	-	-	-	243.82	242.05	0.32	-	-	-	242.37	1.44	1.77
2	Office Equipment	1,572.19	119.54	14.96	0.37	1,706.31	1,062.39	158.98	8.48	-	-	1,229.85	476.47	509.80
3	Air Conditioners	76.28	-	-	-	76.28	68.38	4.59	-	-	-	72.97	3.32	7.91
4	Computers	13,414.00	851.96	131.03	-	14,396.93	11,630.70	1,042.15	107.86	-	-	12,780.71	1,616.22	1,783.30
5	Furniture	2,061.33	-	14.27	-	2,075.60	1,473.50	99.02	6.85	-	-	1,579.37	496.23	587.83
6	Property & Equipment	4,124.52	45.35	41.68	-	4,211.54	3,316.05	234.07	31.69	-	-	3,581.81	629.74	808.47
7	Vehicles	10.78	-	-	-	10.78	10.78	-	-	-	-	10.78	0.00	0.00
	Total	**21,502.91**	**1,016.79**	**201.94**	**0.37**	**22,721.28**	**17,803.85**	**1,539.13**	**154.88**	**-**	**-**	**19,497.86**	**3,223.42**	**3,699.06**
II	**Intangibe Fixed Assets**													
1	Intangible Assets	2,22,892.18	25,733.27	3,120.70	-	2,51,746.16	1,40,980.26	26,928.86	2,021.12	-	-	1,69,930.23	81,815.93	81,911.93
2	Computer Products / Rights	263.07	-	-	-	263.07	263.07	-	-	-	-	263.07	0.00	0.00
	Total	**2,23,155.25**	**25,733.27**	**3,120.70**	**-**	**2,52,009.23**	**1,41,243.33**	**26,928.86**	**2,021.12**	**-**	**-**	**1,70,193.30**	**81,815.93**	**81,911.93**
III	**Capital Work In Progress**	**13,669.35**	**19,766.69**	**114.83**	**13,784.18**	**19,766.69**	**-**	**-**	**-**	**-**	**-**		19,766.69	13,669.35
	Intangible Assets under development	**11,849.55**	**20,248.95**	99.55	**11,949.09**	**20,248.95**	**-**	**-**	**-**	**-**	**-**		20,248.95	11,849.55
	TOTAL	**2,70,177.06**	**66,765.71**	**3,537.02**	**25,733.64**	**3,14,746.15**	**1,59,047.18**	**28,467.99**	**2,175.99**	**-**	**-**	**1,89,691.16**	**1,25,054.99**	**1,11,129.88**

Brightcom Group Limited

(Amount INR in Lakhs)

Notes forming part of consolidated financial statements

NOTE NO. 4 : INVESTMENT PROPERTY			
S.No.	**Particulars**	**As at 31st March 2025**	**As at 31st March 2024**
I	Land at cost	21.95	21.95
	Total Investment Property	**21.95**	**21.95**

NOTE NO. 5 : INVESTMENTS - NON CURRENT				
S.No.	**Particulars**		**As at 31st March 2025**	**As at 31st March 2024**
	Investments - Non Current			
	Investment in Equity Instruements at cost			
	Equity Shares -Unquoted			
I	Affiliates		41,408.15	40,338.84
		Vuchi Media Pvt ltd	16,886.81	16,886.81
		Total Investments-Non - Current	**58,294.96**	**57,225.65**

NOTE NO. 6 : LOANS - NON CURRENT				
S.No.	**Particulars**		**As at 31st March 2025**	**As at 31st March 2024**
	Loans - Non- Current		-	-
I	**Unsecured, Considered Good**		-	-
		(a) Security deposits	20.66	20.66
		(b)Other Advances	11,336.42	11,043.67
		Total Loans - Non current	**11,357.08**	**11,064.34**

NOTE NO. 7 : OTHER FINANCIAL ASSETS - NON CURRENT				
S.No.	**Particulars**		**As at 31st March 2025**	**As at 31st March 2024**
	Other financial assets - Non- Current			
	Unsecured, Considered Good			
		Advances other than Capital advances		
I		(a)Other advances	1,719.55	1,675.15
		(b) Advances to related parties	-	-
		- Ybrant Employees Welfare Trust	107.50	107.50
		- LGSL Foundation Trust	56.95	56.95
		Total Other financial assets - Non Current	**1,884.00**	**1,839.59**

NOTE NO. 8 : DEFERRED TAXES ASSET (NET)

S.No.	**Particulars**		**As at 31st March 2025**	**As at 31st March 2024**
	Deferred tax assets (net)			
I		Deferred tax liability	495.34	495.34
		Allowances for bad and doubtful debts	-	-
		Acturail gain or loss of gratutity	-	-
		Deferred Tax Liabiliy Net	**495.34**	**495.34**
		Deferred tax assets	-	-
		Opening Deferred tax assets	1,669.85	978.08
		- Fixed Assets	137.06	0.43
		- Provision for gratuity and compensated absences	368.09	682.29
		Allowances for bad and doubtful debts	-	-
		Gratuity Expenses	0.58	2.40
		Foreign currency difference	176.64	6.65
		MAT credit		
		Deferred Tax Asset Net	**2,352.20**	**1,669.85**
		Deferred Tax Asset(Net)	**1,856.87**	**1,174.51**

NOTE NO. 9 : NON- CURRENT TAX ASSETS (NET)

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Non- Current tax assets (net)		
I	-TDS Receivables	57.34	68.37
	Total Non- Current tax assets (net)	**57.34**	**68.37**

NOTE NO. 10 : OTHER NON CURRENT ASSETS

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other non-current assets		
I	Others	3,489.72	3,399.60
	Total Other Non Current Assets	**3,489.72**	**3,399.60**

NOTE NO. 11 : TRADE RECEIVABLES

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Trade receivables		
	(a)Unsecured Considered good	3,97,559.96	3,69,117.73
		-	-
I	Less: Allowances for bad and doubtful debts	4,919.68	3,134.82
		-	-
	Notes	-	-
	In determining the allowances for doubtful trade receivables the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.		
	Total Trade Receivables	**3,92,640.27**	**3,65,982.91**
	Please refer note no- 46		

NOTE NO. 12 : CASH AND CASH EQUIVALENTS

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Cash and cash equivalents		
	Balances with banks		
	- Current Accounts	1,15,286.82	1,20,782.13
	- Cash on hand	0.04	0.04
		-	-
	Total Cash and cash equivalents	**1,15,286.86**	**1,20,782.17**

NOTE NO. 13 : OTHER BANK BALANCES - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other bank balances - Current	-	-
	(i) Earmarked balances with Banks	-	-
I	- Unpaid Dividend	49.91	49.91
	(ii) Balances with bank held as Margin Money	2.94	2.94
		-	-
	Total Other bank balances - Current	**52.85**	**52.85**

NOTE NO. 14 : LOANS - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Loans - Current		
	Unsecured Considered Good		
	(a) Loans to related parties	(0.00)	
	(b) Others	-	-
	Advances to Employees	1,051.83	1,046.77
I	Other Advances	2,14,163.97	1,52,732.97
	Total Loans - Current	**2,15,215.80**	**1,53,779.74**

NOTE NO. 15 : OTHER FINANCIAL ASSETS - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other financial asset-Current		
	(a) Security deposits		
I	- Rental deposits	42.44	42.44
	- Other deposits	35.82	24.79
	Total Other financial assets - Current	**78.26**	**67.23**

NOTE NO. 16 : OTHER CURRENT ASSETS

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other Current Assets		
I	Other current assets	44,514.37	35,929.39
	Total Other Current Assets	**44,514.37**	**35,929.39**

Note No: 17 Equity share capital

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Equity share capital		
	(i) Authorized		
	2,250,000,000 Equity Shares of Rs.2/- each)	45,000.00	45,000.00
		-	-
	(ii) Issued , Subscribed and Paid Up	-	-
	(2,018,521,873 Equity Shares Rs.2/- each)	40,370.44	40,370.44
		-	-
	(iii) Reconciliation of the shares outstanding at the beginning and at the end o	-	-
	Number of Shares	-	-
	Shares outstanding at the beginning of the year	2,01,85,21,873	2,01,85,21,873
	Add: Issued and allotted during the year		
	Shares outstanding at the end of the year	2,01,85,21,873	2,01,85,21,873
	(iv) Rights, Preferences and restrictions attached to the equity shares:		
	(a) The Company has only one class of equity shares having par value of `2 each. Each shareholder is eligible for one vote per share held.		
	(b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by equity shareholders.		
(v)	Shares held by holding Company		
(vi)	The details of shareholders holding more than 5% shares in the Company		
	(a) Equity Shares		
	ARADHANA COMMOSALES LLP		
	Number of equity shares	10,41,66,666.00	10,41,66,666.00
	% of holding	5.16%	5.16%
	SARITA COMMOSALES LLP		
	Number of equity shares	10,36,76,916.00	10,36,76,916.00
	% of holding	5.14%	5.14%

Note No: 18 Other equity

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other equity consist of the following		
	(a) Capital reserve		
	Opening balance	41,678.12	41,678.12
	Add:During the year	-	-
		41,678.12	**41,678.12**
	b).Securities Premium		
	Opening balance	72,865.43	72,865.43
	Add:During the year		
	Less: Bouns shares issued	-	-
		72,865.43	**72,865.43**
	c).General reserve	398.17	398.17
	Opening balance	-	-
	Add:During the year	**398.17**	**398.17**
	d).Surplus		
	Opening balance	**5,57,888.05**	**4,88,804.47**
	Add: Profit for the year	71,003.81	68,752.48
	Add: Remeasurement of the defined benefit plan	375.63	331.10
	Less: Dividend issued	-	(0.00)
		6,29,267.49	**5,57,888.05**
	e).Foreign currency translation reserve		
	Opening balance	65,257.52	55,974.78
	Add:During the year	19,088.13	9,282.74
		84,345.65	**65,257.52**
	Total Reserve & Surplus	**8,28,554.86**	**7,38,087.29**

NOTE NO. 19 : PROVISIONS - NON CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Provisions - Non current		
	Provision for employee benefits		
I	(a) Gratuity	47.43	41.60
	(b) Leave encashment	16.91	16.91
	Acrrued Severance Pay	976.52	992.17
	Other Provisions	16.77	19.59
	Total Provisions - Non Current	**1,057.65**	**1,070.27**

NOTE NO. 20 : DEFERRED TAX LIABILITIES (NET)

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	DEFERRED TAX LIABILITIES (NET)		
	Opening Deferred tax liability	845.44	334.96
	ADD:	-	(66.82)
	Deferred Tax Liability for the year (Due to SLM and WDV Difference)	20.12	6.46
	Deferred Tax Liability due to others	0.93	-
I	**Gross Deferred tax liability**	866.49	274.61
	Deferred tax assets		
	Opening Deferred tax	776.53	20.00
	ADD: During th year	(11.73)	(14.73)
	Deferred Tax Asset for the year (Due to SLM and WDV Difference)	2.65	3.92
	Provision for Gratuity and Compensated Absences	-	-
	Foreign currency difference	(209.51)	(3.61)
	Gross Deferred tax Asset	557.93	5.58
	Deferred Tax Liability - Net	**308.56**	**269.03**

NOTE NO. 21 : TRADE PAYABLES - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
		Rupees	Rupees
I	Trade payables		
	Share of Joint Venture (Apollo Lycos Netcommerce)	-	-
	Total outstanding dues of micro enterprises and small enterprises	0.68	0.24
	Total outstanding dues of creditors other than micro enterprises and small	35,891.04	30,593.02
	Total Trade Payables - Current	**35,891.72**	**30,593.26**
	Please refer note no - 47		

NOTE NO. 22 : OTHER FINANCIAL LIABILITIES - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
	Other financial liabilities - Current		
	Others	133.37	104.25
	Total Other financial liabilities - Current	**133.37**	**104.25**

NOTE NO. 23 : OTHER CURRENT LIABILITIES

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
I	**Other current liabilities**		
	Unpaid dividend	3,402.28	3,402.28
	Other Current Liabilities	23,820.24	20,160.63
	Acquisition Payables -Lycos Inc	18,794.10	18,308.77
	Total Other current liabilities	**46,016.62**	**41,871.67**

NOTE NO. 24 : PROVISIONS - CURRENT

S.No.	Particulars	As at 31st March 2025	As at 31st March 2024
I	**Provisions - Current**		
	(i) Provision for employee benefits		
	Employee benefit payable	720.10	686.96
	(ii) Others	-	-
	(a) Provisions for expenses	67.85	44.77
	(b) Other Provisions	1,264.12	1,380.93
	(c)Tax	25,628.62	21,964.41
	Total Provisions - Current	**27,680.69**	**24,077.07**

Brightcom Group Limited

Notes forming part of consolidated financial statements

NOTE NO. 25 : REVENUE FROM OPERATIONS

(Amount INR in Lakhs)

S.No.	Particulars	Year Ending 31-03-2025	Year Ending 31-03-2024
I	(a)Sale of Services Domestic	37.26	-
	(b)Sale of Services Exports	4,72,762.34	4,19,620.87
	(c)Sale of Software Exports	41,867.63	46,603.02
	Total Revenue from Operations	**5,14,667.23**	**4,66,223.89**

NOTE NO. 26 : OTHER INCOME

S.No.	Particulars	Year Ending 31-03-2025	Year Ending 31-03-2024
I	(a)Interest income	0.20	-
	(b)Net gain/(loss) on foreign currency translation and transaction	(1.73)	1.39
	Other Income		-
	Total Other Income	**(1.54)**	**1.39**

NOTE NO. 27 : PURCHASE/COST OF REVENUE

S.No.	Particulars	Year Ending 31-03-2025	Year Ending 31-03-2024
I	(a)Media Cost	1,09,068.75	1,74,043.36
	(b)Internet,cloud and Infrastructure	1,47,467.95	44,880.09
	(c)Syndication Cost	27,449.43	16,367.11
	(d)Software Purchase & Sub Contractors Cost	33,002.91	37,250.99
	Total Purchase/Cost of Revenue	**3,16,989.04**	**2,72,541.56**

NOTE NO. 28 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	Year Ending 31-03-2025	Year Ending 31-03-2024
I	(a)Salaries,wages and allowances	26,123.99	33,760.51
	(b)Contribution to provident and other fund	22.56	24.94
	(c)Staff Welfare Expenses	3.61	5.19
	(d) Director salary	34.97	-
		-	-
	Total Employee Benefit Expenses	**26,185.14**	**33,790.65**

NOTE NO. 29 : OTHER OPERATING EXPENSES

S.No.	Particulars	Year Ending 31-03-2025	Year Ending 31-03-2024
	Power & Fuel	403.37	502.24
	Rent	3,836.74	5,255.27
	Repairs & Maintenance	280.86	672.86
	Insurance	202.21	370.43
	Rates & Taxes (excluding Income Tax)	221.77	439.42
	Miscellaneous Expenses	119.44	363.27
	Payment to Auditors:		
	(i) As Auditor fee	432.01	382.27
	(ii) For Tax Audit fee	1.00	9.91
	(iii) For Other Audit related Services	20.91	24.47
	Telephone, Postage and Others	407.13	624.63
	Business Promotion Expenses	8,113.75	9,621.30
	Travelling and Conveyance	863.17	491.47
	Office Maintenance	2,065.97	1,803.68
	Printing & Stationery Expenses	119.87	45.35
	Security Charges	111.52	88.99
	Consultancy Charges	3,716.81	1,601.44
	Web Development Expenses	4,772.95	2,265.92
	Professional Charges	4,743.94	3,247.40
	Sales and Marketing Expenses	6,222.77	3,685.54
	Books & Subscriptions	29.05	33.83
	Proivision for Impairment of Debtors	1,701.17	2,404.35
	Other Expenses	946.06	2,015.47
	CSR Expenditure	-	13.13
	Total Other Operating Expenses	**39,332.45**	**35,962.65**

NOTE NO. 30 : FINANCE COSTS

S.No.	Particulars	Year Ending 31-03-2025 Rupees	Year Ending 31-03-2024 Rupees
I	(a) Interest on Working capital Loans	-	-
I	Interest on Term Loan	-	-
	Interest on Unsecured Loan	-	27.54
	Loan processing Charges & Bank Charges	2.03	2.37
	Total Finance Costs	**2.03**	**29.91**

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Notes forming part of Consolidated financial statements for the year ended 31st March 2025

31. Auditor's Remuneration:

(Amount in Lakhs.)

Particulars	Year ended 31st March,	
	2025	**2024**
Statutory Audit Fees	432.01	382.27
Tax Audit Fee	1.00	9.91
Other Audit related Services	20.91	24.47
Total	**453.92**	**416.65**

32. Quantitative Details:

The Group is engaged in providing digital marketing services, development of Computer Software and services. The production and sale of such digital marketing services and software development services cannot be expressed in any generic unit. Hence, it is not possible to give the quantitative details of sales and certain information as required under **Paragraphs 5 (viii)(c) of general instructions for preparation of the Statement of Profit and Loss as per Schedule III to the companies Act,2013.**

33. Related Party Transactions:

During the financial year 2024-25 the Company has entered into some transactions, which can be deemed as related party transactions. All these matters have been approved by the Board, wherever necessary.

(a) Related Parties:

S.No.	Particulars	Nature of Relationship
1	Raghunath Allamsetty	Executive Director
2	Kallol Sen	Executive Director
3	K. Jaya Lakshmi kumari	Independent Director
4	Surabhi Sinha	Independent Director
5	Radhakishore Pandrangi	Independent Director
6	Paladugu Venkata Subba Rao	Independent Director
7	Deepika Daliya	Independent Director
8	Ram Sharma	Independent Director
9	Ravi Chandran	Independent Director
10	Shambhavi Vedantam Murthy	Independent Director
11	P LEO Ganeshan	Independent Director
12	Dr. Chandrika Setu Sharma	Independent Director
13	Mr. Satyanarayana Yadavally	Independent Director
14	Ali Akber Bakir Bhoy Mamuwali	Independent Director
15	Shrikanth Gehlot	Independent Director
16	Yreach Media Private Limited, India	99% Owned Subsidiary
17	LIL Projects Private Limited, India	Wholly Owned Subsidiary
18	Frontier Data Management Inc, USA	Wholly Owned Subsidiary
19	International Expressions Inc, USA	Wholly Owned Subsidiary
20	Online Media Solutions Limited, Israel	Wholly Owned Subsidiary
21	Ybrant Media Acquisition Inc, USA	Wholly Owned Subsidiary
22	Dyomo Corporation, USA	Wholly Owned Subsidiary
23	Max Interactive Pty, Ltd., Australia	Wholly Owned Subsidiary

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Notes forming part of Consolidated financial statements for the year ended 31st March 2025

24	DreamAd, Argentina	Wholly Owned Subsidiary
25	DreamAd, Chile	Wholly Owned Subsidiary
26	Get Media Mexico Sociedad Anonima De Capital Variable, Mexico	Wholly Owned Subsidiary
27	DreamAd, Panama	Wholly Owned Subsidiary
28	DreamAd, Uruguay	Wholly Owned Subsidiary
29	Ybrant Digital Servicos De Publiciade Ltda, Brasil	Wholly Owned Subsidiary
30	Ybrant Digital (Brasil) Ltd., Singapore	Wholly Owned Subsidiary
31	LGS Global FZE, UAE	Wholly Owned Subsidiary
32	Ybrant Employees welfare Trust	Directors acting as Trustees
33	LGSL Foundation Trust	Directors acting as Trustees
34	Vuchi Media Pvt ltd	Associate company

Balances with related parties at the year-end:

(i) Unsecured loans from Related Parties: **(Amount in Lakhs.)**

Particulars	Year ended 31st March	
	2025	**2024**
DreamAd, Panama	941.38	917.07
Frontier Data Management Inc, USA	1,113.04	1,084.30
International Expressions Inc, USA	900.06	876.82
Online Media Solutions Limited, Israel	1,349.60	1,314.74
Ybrant Media Acquisition Inc, USA	6,976.61	6,796.45

(ii) Investment in Subsidiaries and Associates:

Particulars	Year ended 31st March	
	2025	**2024**
DreamAd Group	5,432.40	5,432.40
Frontier Data Management Inc., USA	12,984.77	12,984.77
International Expressions Inc., USA	10,453.63	10,453.63
Online Media Solutions Limited, Israel	5,178.81	5,178.81
Ybrant Media Acquisition Inc.,USA	12,652.40	12,652.40
Max Interactive Pty Ltd, Australia	4,174.90	4,174.90
Dyomo Corporation, USA	4.67	4.67
Ybrant Digital Servicos De Publiciade Ltda,Brasil	2.66	2.66
Ybrant Digital (Brasil) Ltd., Singapore	0.00	0.00
LGS Global FZE,UAE	2.44	2.44
Yreach Media Pvt Ltd.	0.99	0.99
LIL Projects private limited.	1.00	1.00
Vuchi Media Pvt ltd	16,886.81	16,886.81

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Notes forming part of Consolidated financial statements for the year ended 31st March 2025

(iii) Unsecured loans to related parties:

Particulars	year ended 31st March	
	2025	2024
Ybrant Employees welfare Trust	107.50	107.50
LGSL Foundation Trust	56.95	56.95
LIL Projects Pvt ltd	11,866.20	11,953.46
Yreach Media Pvt ltd	27,829.86	28,199.17

34. Lease:

The company's lease asset classes primarily consist of leases for land and buildings. Effective April 1, 2019, the company adopted Ind AS 116, Leases and applied the standard to applicable lease contracts. On the adoption of the new standard resulted in the recognition of ROU asset of Rs. NIL, and a lease liabilities of Rs.NIL at a Consolidated level. The effect of this adoption is insignificant on the operating profit, net profit for the period and earnings per share .

35. Foreign Currency Outflows:

Foreign Exchange outflows as reported by the Company to Government of India and as certified by Management.

(Amount in Rs lakhs.)

Particulars	Year Ended 31st March,	
	2025	2024
Foreign Travelling	0.00	0.00
Total	**0.00**	**0.00**

36. Foreign Currency Inflows:

Foreign Exchange inflows as reported by the Company to Government of India and as certified by Management.

(Amount in Lakhs.)

Particulars	Year Ended 31st March,	
	2025	2024
Sales & Services	NIL	NIL
Realization from Trade Receivables out of Opening Balance	NIL	NIL
Investment in Equity	-	-
Total	**-**	**-**

37. Employee Benefits (Gratuity)

The details of the Company's post – retirement benefit plans for its employees including whole-time directors are given below which are certified by an Independent Actuary.

a) **Changes in the Present Value of Obligation**

Particulars	For the period ending	
	31-Mar-25	31-Mar-24
Present Value of Obligation as at beginning	41.60	54.02
Current Service Cost	5.59	6.11
Interest Expense or Cost	2.95	3.84
Re-measurement (or Actuarial) (gain) / loss		

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Notes forming part of Consolidated financial statements for the year ended 31st March 2025

arising from: others		
- change in demographic assumptions		
- change in financial assumptions	-2.70	-18.50
- experience variance (Actual v assumptions)		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	-0.00	-3.87
Acquisition Adjustment		
Effect of business combinations or disposals		
Present Value of Obligation as at the end	47.43	41.60

b) Bifurcation of Net Liability

Particulars	**As on**	
	31-Mar-25	**31-Mar-24**
Current Liability (Short term)	23.26	22.16
Non-Current Liability (Long term)	24.17	19.44
Total Liability	**47.43**	**41.60**

c) Changes in the Fair Value of Plan Assets

Particulars	**For the period ending**	
	31-Mar-25	**31-Mar-24**
Fair Value of Plan Assets as at the beginning	0.57	0.43
OB difference		
Actuarial gain/(loss)	0.04	0.11
Employer's Contribution		
Expenses		
Employee's Contribution		
Benefits Paid	-0.00	-3.87
Return on plan assets , excluding amount recognized in net interest expense	-0.04	-0.11
Acquisition Adjustment	0.00	4.01
Fair Value of Plan Assets as at the end	**0.57**	**0.57**

d) Change in the Effect of Asset Ceiling

Particulars	**For the period ending**	
	31-Mar-25	**31-Mar-24**
Effect of Asset Ceiling at the beginning	**-**	**-**
Interest Expense or Cost (to the extent not recognized in net interest expense)	**-**	**-**
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	**-**	**-**
Effect of Asset Ceiling at the end	**-**	**-**

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Notes forming part of Consolidated financial statements for the year ended 31st March 2025

e) Expenses Recognized in the Income Statement

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Current Service Cost	5.59	6.11
Past Service Cost		
Loss / (Gain) on settlement		
Expected return on Asset	-0.04	0.11
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	2.95	3.84
Actuarial Gain/Loss		
Expenses Recognized in the Income Statement	**8.50**	**10.06**

f) Other Comprehensive Income

Particulars	For the period ending	
	31-Mar-25	**31-Mar-24**
Actuarial (gains) / losses		
- change in demographic assumptions		
- change in financial assumptions	(2.70)	(18.50)
- experience variance (i.e. Actual experience vs assumptions)		
- others obd difference		
Return on plan assets, excluding amount recognized in net interest expense	-0.04	0.11
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling		
Components of defined benefit costs recognized in other comprehensive income	**(2.66)**	**(18.39)**

g) Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-25	**31-Mar-24**
Government of India securities	-	-
State Government securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Special Deposit Scheme	-	-
Funds managed by Insurer	-	-
Bank balance	-	-
Other Investments	-	-
Total	-	-

h) Actuarial Assumptions:

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on	
	31-Mar-25	31-Mar-24
Discount rate (per annum)	**6.61%**	**7.08%**
Salary growth rate (per annum)	**6.00%**	**6.00%**

(ii) Leave Encashment

The provision for Leave Encashment is calculated as per accrual method and included in current liability & provision.

38. Earnings Per Share:

Particulars	(Amount in Lakhs.) Year Ended 31st March 2025	Year Ended 31st March, 2024
Profits Attributable to Equity Share Holders	71,003.81	68,752.48
Weighted Average No. of Shares Outstanding for the Year ended		
Basic	2018,521,873	2018,521,873
Diluted	2018,521,873	2018,521,873
Earnings per Share – Basic	3.52	3.41
Earnings per Share – Diluted	3.52	3.41

The EPS of Rs.3.52 on a PAT of Rs. 71,003.81 lakhs for the year ended 31 March 2025 for an Equity Capital i.e. Rs. 40,370.44 lakhs consisting of 2018,521,873 Equity Shares of Rs.2/- each fully paid up and whereas the EPS of Rs. 3.41 on a PAT of Rs. 68,752.48 lakhs for the year ended 31 March 2024 for an Equity Capital i.e. Rs. 40,370.44 lakhs consisting of of 2,018,521,873.

39. As per Ind AS 21, the Foreign exchange fluctuation gain /(loss) on monetary items is recognized in statement of P & L a/c. The receivables have been considered at the actual rate at which the amount is realized.

40. Segment Reporting:

The group is mainly engaged in the area of Digital Marketing (& related) services and Software Development Services.
The segment report is given in Annexure A.

41. Intra branch & Company Transactions:
The Intra Branch & Company transactions have been eliminated while preparing the financial statements.

42. The subsidiary (Ybrant Media Acquisition Inc.,USA) has failed to pay part consideration due to Daum Global Holding Corporation in respect of acquisition of Lycos Inc., considering which the district court of New York has granted receivership of 56% shares of the Lycos Inc. back to Daum Global Holding Corporation.[Announcement under Regulation 30 (LODR) dated 9th May, 2018 on BSE].

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2025

43. Dues to Micro & Small Enterprises:

There are no overdue principle amounts and interest thereon payable to Micro Enterprises and Small Enterprises, as at 31-03-2025.

44. Confirmation of Closing Balances:

The Group has sought for confirmations in respect of Trade receivables, Trade Payables, loans and advances given and received. However, the confirmations from few parties are yet to be received in respect of the said items.

45. Trade receivables ageing schedule

Ageing as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	2,25,087.39	1,72,472.57	-	-	-	3,97,559.96
Disputed Trade Receivables – considered good						
Less: Expected credit loss						(4,919.68)
Total	**2,25,087.39**	**1,72,472.57**	**-**	**-**	**-**	**3,92,640.27**

Ageing as at 31 March 2024:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	1,04,199.89	2,64,197.84	-	-	-	3,69,117.73
Disputed Trade Receivables – considered good						
Less: Expected credit loss						(31,34.82)
Total	**1,04,199.89**	**2,64,197.84**	**-**	**-**	**-**	**3,65,982.91**

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2025

46. Trade payables ageing schedule:

Ageing as at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	0.68	-	-	-	-	0.68
Others	35,703.35	187.69	-	-	-	35,891.04
Total	**35,704.03**	**187.59**	**-**	**-**	**-**	**35,891.72**

Ageing as at 31 March 2024:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Micro and Small Enterprises	0.24	-	-	-	-	0.24
Others	30,444.77	148.24	-	-	-	30,593.02
Total	**30,445.01**	**148.24**	**-**	**-**	**-**	**30,593.26**

47. Capital work-in-progress

Ageing for capital work-in-progress as at March 31, 2025 is as follows:

Capital work-in-progress	Amount in Capital work-in-progress of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	18,178.49				18,178.49
Total	**18,178.49**	**-**	**-**	**-**	**18,178.49**

Ageing for capital work-in-progress as at March 31, 2024 is as follows:

Capital work-in-progress	Amount in Capital work-in-progress of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	19,766.69				19,766.69
Total	**19,766.69**	**-**	**-**	**-**	**19,766.69**

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2025

48. Intangible assets under development:

Ageing for Intangible assets under development as at March 31, 2025 is as follows:

Intangible assets under development	Amount in Intangible assets under development of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	19,713.45				19,713.45
Total	**19,713.45**	**-**	**-**	**-**	**19,713.45**

Ageing for Intangible assets under development as at March 31, 2024 is as follows:

Intangible assets under development	Amount in Intangible assets under development of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	20,248.95				20,248.95
Total	**20,248.95**	**-**	**-**	**-**	**20,248.95**

49. Financial risk management objectives and policies

The Group's principal financial liabilities comprise, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's management oversees the management of these risks. The Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and makes policies for managing each of these risks, which are summarized below.

A Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group considers a counterparty who fails to pay according to the contractual terms or obligations as a defaulted party. This is based on considering the market and economic forces in which the entities in the Group are operating. The Group creates provision for the amount if the credit risk of counter–party increases significantly due to its poor financial position and failure to make payment with in the due date. In calculating expected credit loss, the Group has also considered historical pattern of credit loss, the likelihood of increased credit risk and consequential default.

Trade receivables as contract asset:

The customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed on periodic basis. Outstanding customer receivables are regularly monitored. The Group's receivables turnover is quick and historically, there were no significant defaults. Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired.

B. Liquidity Risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2025

C. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other market changes. Financial instruments affected by market risk include loans and borrowings and deposits.

- **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Group's exposure to the risk of changes in market interest rates is negligible.

- **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities.

50. Contingent Liabilities & Guarantees:

(Amount in Lakhs.)

Particulars	Name of the Bank / Party	Year ending 31st March, 2025
Disputed Service tax Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	1,460.05
Disputed Service tax Liability for the period May 2008 to September 2011	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	413.23
Disputed Service tax Liability for the period April 2014 to June 2017.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	6,487.35
Disputed GST Liability for the period July 2017 to March 2021.	Appeal made to Central Excise & Service Tax Appellate Tribunal, Hyderabad.	3,287.09
Disputed Income Tax Liability for the A.Y.2006-07 to A.Y. 2009-10.	CIT(Appeals) / ITAT	347.41
Disputed Income Tax Liability for the A.Y.2010-11 to A.Y. 2013-14.	CIT(Appeals)/ ITAT	2,487.94
Disputed Income Tax Liability for the A.Y.2014-2015 to A.Y. 2020-21.	CIT(Appeals)/ ITAT	6,044.63
Corporate Guarantee for Acquiring Lycos Inc (USD 4 Mn) *	Daum Global Holdings Corp, Republic of Korea	3,423.20

** Assumption: 1 USD = Rs.85.58 (Closing rate as on 31st March 2025)*

51. Dividend Payable is pending for various financial years amounting to Rs.3,402.28/-lakhs.

52. Additional Regulatory Information

Ratios

Ratio	Numerator	Denominator	Current year	Previous year	Change in ratio
Current ratio (in times)	Total current assets	Total current liabilities	7.00	7.00	0%

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2025

Debt-Equity ratio (in times)	Debt consists of borrowings and long term liabilities	Total equity	0.0016	0.0017	-9%
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes+ Non-cash operating expenses + Interest +Other non-cash adjustments	Debt service = Interest + finance charges	50,096.10	3,251.48	1441%
Return on equity ratio (in %)	Profit for the year	total equity	8.17%	8.83%	-7%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	1.36	1.40	-3%
Trade payables turnover ratio (in times)	Cost of equipment and software licences	Average trade payables	9.54	9.53	0%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.78	0.80	-3%
Net profit ratio (in %)	Profit for the year	Revenue from operations	13.80%	14.75%	-6%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Long term liabilities	11.66%	12.24%	-5%
Return on investment (in %)	Total Comprehensive Income	Total Assets	9.23%	8.94%	3%

53. SEBI passed a final order, WTM/AN/CFID/CFID_4/31187/2024-25 dated February 6, 2025 with regards to "Impairment of assets" case. A writ petition was filed by the company challenging the SEBI order which imposed penalties under various provisions of the SEBI Act and the Securities Contracts (Regulation) Act. The High Court, upon perusal of the material on record, observed that there is no substantive evidence to justify the quantum of penalty imposed. Consequently, the Hon'ble Court has directed an interim suspension of the recovery of the penalty and the remaining provisions of the order dated 06.02.2025 are pending adjudication. SEBI had passed a different interim order on 22nd August, 2023, and later passed confirmatory order on 28th Feb, 2024 on certain other matters. The conformity order has been appealed by the company in SAT through appeal number 474 of 2024.The same is pending in. SAT

54. The figures of previous year have been regrouped wherever necessary.

55. The figures have been rounded off to the nearest lakhs and decimals thereoff.

56. Statement of Net assets and profit or loss attributable to Owners and Minority Interest is attached in Annexure B.

As per our report of even date
For P Ravi Chandra,
CHARTED ACCOUNTANTS
FRN: 018985S

For and on behalf of the Board of
BRIGHTCOM GROUP LIMITED

P Ravi chandra
Partner
Membership Number: 230754
UDIN: 25230754BMKULC8791

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

PLACE: HYDERABAD
DATE: 01-09-2025

P LEO Ganesan
Director
DIN: 08983194

Annexture A

REPORTING OF SEGMENT WISE REVENUE, RESULTS , SEGMENT ASSETS & SEGMENT LIABILITIES(CONSOLIDATED)

All amounts in Indian Rupees Lakhs

Sl.No.	Particulars	Year Ended	
		31-Mar-2025	31-Mar-2024
		(audited)	(audited)
1	**Segment Revenue**		
	(a) Digital Marketing Segment	4,73,311.85	4,25,637.20
	(b) Software Development Segment	41,355.38	40,586.69
	Total Sales/ Income from Operations	**5,14,667.23**	**4,66,223.89**
	Less: Inter Segment Revenue		
	Net Sales/ Income from Operations	**5,14,667.23**	**4,66,223.89**
2	**Segment Results - Profit (+) / Loss (-) before tax and interest**		
	(a) Digital Marketing Segment	1,01,418.08	95,352.52
	(b) Software Development Segment	53.47	109.91
	Total	**1,01,471.55**	**95,462.43**
	Less: Interest	2.03	29.91
	Total Profit (+) / Loss (-) before tax	**1,01,469.52**	**95,432.52**
3	**Segment Assets**		
	(a) Digital Marketing Segment	9,46,733.30	8,44,124.86
	(b) Software Development Segment	33,280.63	32,318.43
	Total segment assets	**9,80,013.93**	**8,76,443.29**
	Segment liabilities		
	(a) Digital Marketing Segment	97,847.62	85,653.29
	(b) Software Development Segment	13,240.99	12,332.26
	Total segment liabilities	**1,11,088.61**	**97,985.55**

Annexture B

Name of the entity in the Group	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income		% of Shareholding	Country
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount		
Parent	18.14%	1,57,665.41	0.01%	5.45	0.34%	67.11	0.08%	72.56		India
				-		-		-		
Parent Subsidiaries				-		-		-		
				-		-		-		
Indian				-		-		-		
Yreach Media Pvt ltd	0.00%	2.25	0.00%	0.06	0.00%	-	0.00%	0.06	100%	India
LIL Projects PVT LTD	0.00%	(4.47)	0.00%	0.53	0.00%	0.13	0.00%	0.67	100%	India
				-		-		-		
				-		-		-		
Foreign				-		-		-		
Dream Ad-Argentina	5.87%	51,013.50	-1.06%	(751.18)	6.81%	1,325.76	0.64%	574.58	100%	Argentina
Dream Ad-Chile	2.93%	25,456.61	0.39%	273.40	3.37%	655.57	1.03%	928.97	100%	Chile
Dream Ad- Mexico	1.60%	13,905.68	0.25%	179.25	1.84%	358.99	0.59%	538.24	100%	Mexico
Dream Ad-Panama	2.14%	18,627.51	0.60%	426.76	2.46%	479.14	1.00%	905.91	100%	Panama
Dream Ad-Uruguay	0.26%	2,294.27	0.09%	61.28	0.30%	59.06	0.13%	120.34	100%	Uruguay
Dyomo Corporation, USA	12.90%	1,12,060.74	51.33%	36,447.32	14.05%	2,734.48	43.31%	39,181.79	100%	USA
Frontier Data Management Inc. USA	19.49%	1,69,321.13	39.77%	28,239.05	21.68%	4,219.51	35.88%	32,458.56	100%	USA
International Expressions Inc. USA	9.09%	78,980.33	17.84%	12,666.58	10.21%	1,986.39	16.20%	14,652.97	100%	USA
Max Interactive Pty Ltd., Australia	2.43%	21,074.90	0.34%	240.26	2.79%	542.90	0.87%	783.16	100%	Australia
Online Media Solutions Limited , Israel	29.99%	2,60,601.59	-9.85%	(6,996.48)	34.98%	6,808.36	-0.21%	(188.12)	100%	Israel
Ybrant Digital Services De Publicidade Ltda,Brasil	2.37%	20,629.60	0.30%	211.55	2.73%	531.54	0.82%	743.09	100%	Brazil
Ybrant Digital (Brasil) Ltd., Singapore	0.00%	0.00045	0.00%	-	0.00%	-	0.00%	-	100%	Singapore
Ybrant Media Acquisition Inc. USA	-1.36%	(11,817.50)	0.00%	-	-1.57%	(305.17)	-0.34%	(305.17)	100%	USA
LGS Global FZE, UAE	0.00%	2.44	0.00%	-	0.00%	-	0.00%	-	100%	Dubai
								-		
								-		
Indian								-		
Total	**105.86%**	**9,19,814.00**	**100.00%**	**71,003.82**	**100.00%**	**19,463.76**	**100.00%**	**90,468**		
Less:										
Adjustments arising on account of Consolidation	5.86%	50,888.68	**0.00%**	-	**0.00%**	-	**0.00%**	-		
Total	**100.00%**	**8,68,925.32**	**100.00%**	**71,003.82**	**100.00%**	**19,463.76**	**100.00%**	**90,467.58**		

Dream Ad-Argentina

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	1.70	85.59
b)	Reserves and Surplus	594.39	50,927.91
c)	Total Assets	610.16	52,217.32
d)	Total Liabilities	610.16	52,217.32
e)	Details of Investments	14.62	1,251.47
f)	Turnover	45.80	3,873.52
g)	Profit before tax	(13.29)	(1,123.98)
h)	Provision for tax	(4.36)	(372.80)
i)	Profit After Tax	(8.93)	(751.18)
	Other comprehensive income	0.02	1,325.76
	Total comprehensive income for the period	(8.91)	574.58
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Dream Ad-Chile

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	0.03	1.42
b)	Reserves and Surplus	297.43	25,455.19
c)	Total Assets	300.26	25,695.99
d)	Total Liabilities	300.26	25,695.99
e)	Details of Investments	-	-
f)	Turnover	21.48	1,816.62
g)	Profit before tax	4.44	375.73
h)	Provision for tax	1.20	102.33
i)	Profit After Tax	3.25	273.40
	Other comprehensive income	0.01	655.57
	Total comprehensive income for the period	3.26	928.97
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Get Media, Mexico Sociedad Anonima de Capital Variable, Mexico

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	0.30	15.18
b)	Reserves and Surplus	162.19	13,890.51
c)	Total Assets	164.38	14,068.00
d)	Total Liabilities	164.38	14,068.00
e)	Details of Investments		
f)	Turnover	12.04	1,018.43
g)	Profit before tax	3.03	256.41
h)	Provision for tax	0.90	77.16
i)	Profit After Tax	2.13	179.25
	Other comprehensive income	0.02	358.99
	Total comprehensive income for the period	2.15	538.24
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Dream Ad-Panama

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	2.50	125.75
b)	Reserves and Surplus	215.16	18,501.76
c)	Total Assets	221.55	18,960.02
d)	Total Liabilities	221.55	18,960.02
e)	Details of Investments		
f)	Turnover	27.00	2,283.70
g)	Profit before tax	6.74	570.15
h)	Provision for tax	1.68	143.38
i)	Profit After Tax	5.07	426.76
	Other comprehensive income for the period	0.03	479.14
	Total comprehensive income for the period	5.10	905.91
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Dream Ad.-Uruguay

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.33	16.74
b)	Reserves and Surplus	26.48	2,277.52
c)	Total Assets	27.87	2,385.30
d)	Total Liabilities	27.87	2,385.30
e)	Details of Investments		-
f)	Turnover	5.64	476.56
g)	Profit before tax	0.97	81.83
h)	Provision for tax	0.24	20.55
i)	Profit After Tax	0.73	61.28
	Other comprehensive income for the period	0.01	59.06
	Total comprehensive income for the period	0.73	120.34
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Dyomo Corporation, USA

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.01	4.67
b)	Reserves and Surplus	1,309.33	1,12,056.06
c)	Total Assets	1,612.82	1,38,025.11
d)	Total Liabilities	1,612.82	1,38,025.11
e)	Details of Investments	38.82	3,322.47
f)	Turnover	2,493.66	2,10,889.07
g)	Profit before tax	610.25	51,609.14
h)	Provision for tax	177.17	15,161.82
i)	Profit After Tax	433.09	36,447.32
	Other comprehensive income for the period	2.18	2,734.48
	Total comprehensive income for the period	435.26	39,181.79
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Frontier Data Management Inc., USA

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	289.19	12,980.71
b)	Reserves and Surplus	1,689.32	1,56,340.42
c)	Total Assets	2,207.05	1,88,878.96
d)	Total Liabilities	2,207.05	1,88,878.96
e)	Details of Investments	100.49	8,600.19
f)	Turnover	1,947.81	1,64,726.34
g)	Profit before tax	476.22	40,273.88
h)	Provision for tax	140.63	12,034.83
i)	Profit After Tax	335.59	28,239.05
	Other comprehensive income for the period	1.29	4,219.51
	Total comprehensive income for the period	336.88	32,458.56
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

International Expresions Inc. USA

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	201.87	10,648.18
b)	Reserves and Surplus	721.01	68,332.15
c)	Total Assets	1,021.17	87,391.97
d)	Total Liabilities	1,021.17	87,391.97
e)	Details of Investments	78.90	6,752.13
f)	Turnover	826.65	69,909.42
g)	Profit before tax	212.90	18,005.05
h)	Provision for tax	62.38	5,338.47
i)	Profit After Tax	150.52	12,666.58
	Other comprehensive income for the period	0.77	1,986.39
	Total comprehensive income for the period	151.29	14,652.97
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Max Interactive Pty Ltd., Australia

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	0.00	0.00
b)	Reserves and Surplus	246.26	21,074.90
c)	Total Assets	248.21	21,241.98
d)	Total Liabilities	248.21	21,241.98
e)	Details of Investments		
f)	Turnover	16.19	1,369.05
g)	Profit before tax	4.07	344.44
h)	Provision for tax	1.22	104.19

Note: All figures are in 00,000.

Ybrant Media Acquisition Inc USA

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	270.00	12,190.40
b)	Reserves and Surplus	(408.09)	(24,007.90)
c)	Total Assets	81.52	6,976.61
d)	Total Liabilities	81.52	6,976.61
e)	Details of Investments		
f)	Turnover		
g)	Profit before tax		
h)	Provision for tax		
i)	Profit After Tax		
	Other comprehensive income for the period		(305.17)
	Total comprehensive income for the period		(305.17)
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Online Media Solutions Ltd, Israel

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	63.69	2,874.97
b)	Reserves and Surplus	2,981.43	2,57,726.62
c)	Total Assets	3,244.05	2,77,625.97
d)	Total Liabilities	3,244.05	2,77,625.97
e)	Details of Investments	251.02	21,481.88
f)	Turnover	181.74	15,369.76
g)	Profit before tax	(109.93)	(9,297.07)
h)	Provision for tax	(26.88)	(2,300.59)
i)	Profit After Tax	(83.05)	(6,996.48)
	Other comprehensive income for the period	0.07	6,808.36
	Total comprehensive income for the period	(82.98)	(188.12)
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Ybrant Digital Servicos De Publicidade Ltda, Brasil

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	0.06	2.94
b)	Reserves and Surplus	240.99	20,626.66
c)	Total Assets	242.84	20,782.66
d)	Total Liabilities	242.84	20,782.66
e)	Details of Investments		
f)	Turnover	11.48	970.48
g)	Profit before tax	3.81	322.09
h)	Provision for tax	1.29	110.54
i)	Profit After Tax	2.52	211.55
	Other comprehensive income for the period	0.01	531.54
	Total comprehensive income for the period	2.52	743.09
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Note: All figures are in 00,000.

Ybrant Digital (Brasil) Limited,Singapore

b)	Reserves and Surplus	-	-
c)	Total Assets	0.00001	0.00045
d)	Total Liabilities	0.00001	0.00045
e)	Details of Investments	NIL	NIL
f)	Turnover	-	-
g)	Profit before tax	-	-
h)	Provision for tax	-	-
i)	Profit After Tax	-	-
	Other comprehensive income for the period		
	Total comprehensive income for the period		
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding		100%

Note: All figures are in 00,000.

LGS Global FZE, UAE

S.No	Description	Amount In	Amount In
		USD	INR
a)	Share Capital	0.05	2.44
b)	Reserves and Surplus	-	-
c)	Total Assets	0.05	2.44
d)	Total Liabilities	0.05	2.44
e)	Details of Investments	NIL	NIL
f)	Turnover	-	-
g)	Profit before tax	-	-
h)	Provision for tax	-	-
i)	Profit After Tax	-	-
	Other comprehensive income for the period		
	Total comprehensive income for the period		
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding		100%

Note: All figures are in 00,000.

LIL projects PVT LTD,Hyderabad, India

S.No	Description	Amount In
		INR
a)	Share Capital	1.00
b)	Reserves and Surplus	(5.47)
c)	Total Assets	26,397.37
d)	Total Liabilities	26,397.37
e)	Details of Investments	
f)	Turnover	161.12
g)	Profit before tax	0.06
h)	Provision for tax	(0.48)
i)	Profit After Tax	0.53
	Other comprehensive income for the period	0.13
	Total comprehensive income for the period	0.67
j)	Proposed Dividend	NIL
k)	% of Share Holding	100%

Note: All figures are in 00,000.

Yreach Media Pvt Ltd, Hyderabad, India

S.No	Description	Amount In
		INR
a)	Share Capital	1.00
b)	Reserves and Surplus	1.25
c)	Total Assets	29,018.17
d)	Total Liabilities	29,018.17
e)	Details of Investments	
f)	Turnover	38.66
g)	Profit before tax	0.08
h)	Provision for tax	0.02
i)	Profit After Tax	0.06
	Other comprehensive income for the period	
	Total comprehensive income for the period	0.06
j)	Proposed Dividend	NIL
k)	% of Share Holding	100%

Note: All figures are in 00,000.

MANAGMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis – FY25

1. Performance Overview

For the fiscal year ended March 31, 2025, the Company's Consolidated Revenues stood at ₹5,146 crores, registering a 10.4% year-on-year increase over FY24 (₹4,661 crores). Net Profit (PAT) was ₹710 crores (FY24: ₹688 crores), with Earnings Per Share (EPS) at ₹3.52. Return on Equity (ROE) for the year was approximately 8.17%. Operationally, cash flows remained positive at Rs.175 crores, with a continued focus on enhancing free cash generation.

2. Business Developments

- Expanded the publisher and advertiser networks across key regions.

- Enhanced the Compass platform with improved yield-optimization capabilities.

- Strengthened Blocal Exchange's position in local news advertising.

- Expanded video and audio advertising formats within the portfolio.

- Advanced preparatory work on the newly introduced Defence-focused initiative, alongside ongoing technology and capability development.

3. Geographic Presence

The Company continued its global footprint, maintaining offices in the United States, Europe, and Asia-Pacific regions. Leadership enhancements were made in select geographies to further drive client and publisher engagement.

4. Industry Trends (Global Context)

- Overall Advertising Market: Global advertising is expected to remain resilient, with forecasts estimating total media ad revenue for 2025 to hit approximately $979billion, marking a 4.9% year-on-year growth.

- Digital's Share and Momentum: Digital ad spending is projected to account for over 75%of total global ad revenue in 2025. Growth in digital is expected to continue outpacing traditional media, driven by formats such as retail media, social media, and programmatic display.

- Retail Media Expansion: Retail media is among the fastest-growing segments, with projected double-digit growth. Global retail media ad spend is expected to surpass $160–231 billion in 2025.

5. Programmatic Growth & Video

Programmatic display advertising represents around 80% of global digital display ad spend today, and is projected to reach 90% by 2026.

- Creator Economy and Platform Shifts: Advertising via creator-centric platforms—such as YouTube, TikTok, and LinkedIn—is projected to exceed ad revenue generated by traditional media outlets in 2025. This marks a notable structural shift in monetization models within the advertising ecosystem.

These industry dynamics support the Company's continued investments in digital innovation, platform diversification, and audience-first media strategies.

6. Outlook

Looking ahead, the Company anticipates steady growth supported by:

- Continued digital advertising demand globally.

- Innovation through enhanced ad-tech platforms and diversified ad formats.

- Prudent risk management in evolving regulatory and market environments.

The focus remains on improving free cash generation, optimizing operational efficiency, strengthening client and publisher engagement, and responsibly developing its new Defence initiative in alignment with broader strategic goals.

CORPORATE INFORMATION

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M/s P R Chandra & Co.,
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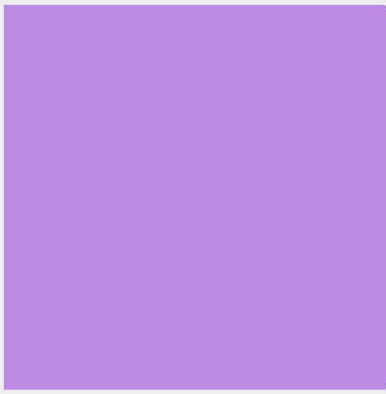
BOARD OF DIRECTORS
Mr. M Suresh Kumar Reddy
Mr. Raghunath Allamsetty
Mr. Paladugu Venkata Subba Rao
Ms. Deepika Daliya
Mr. P LEO Ganesan
Mr. Ali Akber Bakir Bhoy Mamuwala
Mr. Shrikant Gehlot

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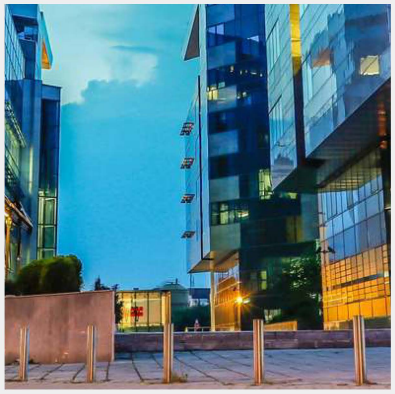
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Thank You

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