brightcom group
Connecting dots

ANNUAL REPORT

FY 2025-26

LEADING THE DIGITAL REVOLUTION!

WWW.BRIGHTCOMGROUP.COM

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

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 CMD

Dear Shareholders, Partners, & our Global Teams,

I am pleased to present to you the Annual Report of Brightcom Group for FY2025–26. This has been a year of meaningful progress and, equally importantly, a year of evolution for Brightcom. We strengthened our core business, improved our financial performance, sharpened our organizational structure and began building capabilities in new technology-led areas. But I believe the more important story is not simply what we achieved during the year. It is what we are building for the years ahead. For more than 28 years, Brightcom has operated at the intersection of technology, data, audiences and digital media. The technology landscape around us, however, continues to change rapidly.

So the question we ask ourselves is not simply:
How do we remain the company we were?
It is:
How do we remain relevant to the next technology cycle?

That question is at the heart of the evolution taking place at Brightcom. A Stronger Financial Foundation. Our financial performance during FY2025–26 provides a solid foundation for this next phase. Consolidated Revenue from Operations reached ₹6,928.06 crores, representing a 34.6% year-on-year increase, while Profit After Tax increased by 35.5% to ₹962.33 crores.

Our focus, however, is not only on the growth of revenue and profits. We are increasingly focused on the quality and efficiency of that growth. Our Return on Equity stood at 9.19%, while Return on Capital Employed improved to 13.53%. We are also placing greater emphasis on working capital, receivables and cash generation. Ultimately, a company's reported profits need to translate into cash, and we believe that quality of earnings matters as much as growth in earnings. This will remain an important area of focus as we move forward.

Building the Next Version of Brightcom

There is something I believe strongly: You cannot build the future by simply repairing the past. You have to build the next version of the company. That is what our four-division structure is intended to achieve. Our established AdTech business remains the economic foundation of Brightcom. Around that foundation, we are developing Services as an additional technology capability, Defence as an emerging strategic business, and NextGen as a longer-term technology opportunity. These businesses are at different stages of development, and it is important to be transparent about that. We do not intend to present future possibilities as though they are today's earnings. We are building them. Each business will need to demonstrate capability, customer interest and commercial traction, and earn the right to receive greater investment. That is how we intend to approach growth —with ambition, but also with discipline.

AdTech — Our Core, and Still an Evolving Opportunity

Our AdTech business remains at the heart of Brightcom. There is sometimes a tendency to think of digital advertising as a mature industry. I do not agree. Connected TV, retail media, audio, digital out-of-home, programmatic infrastructure and audience intelligence are all creating new opportunities. At the same time, the underlying technology architecture of digital advertising continues to evolve. AI is increasingly becoming an intelligence layer across this ecosystem—changing how audiences are understood, how inventory is valued, how campaigns are optimized and how decisions are made. This is not simply another technology upgrade. It is a change in how the digital economy works. Our objective is therefore not to do more of the same. It is to use the capabilities we have built over the years to participate in where digital media is going next. We do not need to own every piece of this ecosystem. We need to be very good at the pieces we choose to own. Our priorities are straightforward: better technology, better monetization, better revenue quality, better margins and better cash conversion. Our Online Media Solutions (OMS) division continues to strengthen its position in the global supply-side ecosystem. Its recognition by industry participants, together with the rollout of our next-generation 100% Fill Technology, reflects our continuing investment in publisher monetization and technology infrastructure. Our global presence is a strong advantage, with active commercial engagement across North America, Europe, APAC, Latin America, and the Middle East. Collaborations with partners including Dailymotion Advertising, HUMAN Security and Azerion further demonstrate our ability to build and scale relationships across the global digital ecosystem.

Building Today and Tomorrow

One of the things which I believe is interesting about Brightcom is that we are not a startup beginning with an idea and looking for a business model. We have an established operating business, customers, technology, global relationships and engineering capabilities. And now we are using that foundation to build new capabilities.

We can build today and tomorrow at the same time. Our AdTech business gives us the operating foundation. Services expands our technology capabilities. Defence creates a new strategic opportunity. NextGen gives us longer-term optionality. These are not four businesses at the same stage. They have different timelines and different objectives. But together, they provide Brightcom with the ability to participate in the technology cycles that are shaping the next phase of the digital economy.

Brightcom Defence and MaestroOS

FY2025–26 also marked the formal launch of Brightcom Defence. Through Brightcom Defence Private Limited and dedicated technical teams, we have begun building capabilities around UAV intelligence, autonomous systems and real-time threat analytics. At the centre of this effort is MaestroOS, our AI-powered intelligence platform designed to process large volumes of data, apply advanced computing and AI-based analysis, and support real-time decision-making.

The significance of MaestroOS, in our view, lies not simply in any individual application. It represents an intelligence layer through which data, analysis and decision-support can be brought together across autonomous systems. Its introduction to prospective and strategic partners during the year was an important early milestone. At the same time, I want to emphasize that Defence is still an emerging business for us. We are building capabilities and partnerships and evaluating commercially relevant applications. We will allow this business to develop through demonstrated capability and market traction rather than making assumptions about what it may become.

The Brightcom Spirit

After more than 28 years, I believe every company develops something beyond its balance sheet. It develops a character—a spirit. If I had to describe the spirit of Brightcom in one word, it would be adaptation. We have moved through multiple technology cycles, entered new markets, built new capabilities, learned and adapted. But adaptation is not simply changing direction whenever circumstances change. It is having the curiosity to learn, the discipline to improve and the resilience to keep building. And today, I believe there is another important element to that spirit: the willingness to learn from our mistakes and put systems in place so that we do not repeat them. That, to me, is maturity. Our culture is global by design. Different cultures, experiences and perspectives make our decisions stronger and our products more relevant to a global marketplace. We want our people to think like owners—to question, experiment, solve problems and take responsibility for outcomes. Because ultimately, technology may provide the tools, but people create the capability.

What We Want Brightcom to Become

When I think about Brightcom three or five years from now, I do not want it to simply be a larger version of today's company. I want it to be a better company. A technology company with a strong established core, deeper engineering capabilities, stronger operating cash flow and disciplined execution—while also having multiple avenues for growth and the ability to participate in new technology markets as they emerge. AdTech gives us the foundation. Services gives us additional capability. Defence gives us a new strategic opportunity. NextGen gives us longer-term optionality. And our people and our culture give us the ability to adapt. But we have to earn that future. We do not get it because we have put four divisions on a presentation. We get it when those businesses become stronger, more capable and more commercially relevant. That is the journey.

Looking Ahead

As we enter the next phase of our journey, our focus is straightforward:

Strengthen the core. Build the new. Improve the quality of the business. And keep delivering. The opportunity before us is not simply to grow the size of Brightcom, but to improve the quality, resilience and relevance of the company we are building. Our established businesses provide the foundation. Our newer initiatives provide additional avenues for growth. And our global talent and technology capabilities give us the ability to adapt as markets evolve. The journey will require patience, discipline and consistent execution. But that is how lasting companies are built. I would like to express my sincere gratitude to our shareholders for their continued support, to our customers and partners for their collaboration, and to our employees across the world for their commitment and perseverance. The foundations are stronger. The opportunities are broader. And the work ahead is clear. We look forward to building the next chapter of Brightcom Group together.

With warm regards and a shared vision,

Chairman and CEO of Brightcom Group Limited

M Suresh Kumar Reddy
CMD

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THE COMPANY

01 — 1998 — ESTABLISHED

02 — OFFICE — HEAD QUARTERS - Hyderabad, India

03 — PRESENCE — GLOBAL PRESENCE - 24 Locations

04 — NEW — BRIGHTCOM DEFENCE - 2025

KEY SUBSIDIARIES:

- OMS - Israel
- DREAM AD - LATAM
- MAX INTERACTIVE - Australia

PROPRIETARY PLATFORMS:

- Brightcom Programmatic
- ONETAG
- Pangea
- Volo MP

MaestroOS

CORE CLIENT ECOSYSTEM:

- Brand Advertisers
- Media Agencies
- Ad Exchanges
- DSP & SSP Partners
- Premium Publishers

TICKER

NSE — NSE SYMBOL BCG

BSE — BSE CODE 532368

BUSINESS DIVISIONS

- ADTECH
- BRIGHTCOM DEFENCE
- SOFTWARE SERVICES
- NEXT-GEN TECH

THE COMPANY

Headquartered in Hyderabad, India

Strong business footprint in US, Europe, UK, Israel, South America and Australia.

Employee strength of over 450, globally.

Global presence across

24 COUNTRIES

TEAM - 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.

TEAM - 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 Ganesan 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. Ganesan 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. Ganesan'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.

TEAM - Management Team

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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.

TEAM - Management Team

MR. KALLOL SEN

HEAD - OVERSEAS SUBSIDIARIES

Mr. 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. RAVINDRA KONDAMURI

CFO

Mr. Ravindra Kondamuri is a seasoned finance and operations professional with over 20 years of experience across sectors including pharmaceuticals, healthcare, semiconductors, construction, manufacturing, and international projects in India and the USA. He holds an MBA and B.Com from Andhra University, Visakhapatnam.

His expertise includes financial strategy, budgeting, forecasting, cost control, CAPEX projects, governance, compliance, supply chain finance, and stakeholder management. Mr. Kondamuri has held significant roles such as Head - Finance & Commercial Operations (Commercial Manager designation) at Sianor Life Sciences Pvt.Ltd., currently responsible for leading finance and commercial operations, including procurement finance, vendor negotiations, creditor settlements, budgeting, forecasting, and working-capital optimisation in a regulated pharmaceutical environment. He has also served as Vice President ? Finance & Administration at MAA ENT Hospital, providing comprehensive financial leadership for hospital operations, overseeing budgeting, financial controls, compliance, vendor contracts, and advising senior management on cost optimisation and financial sustainability.

Mr. Kondamuri was General Manager at Sem India Fab Pvt. Ltd. (2007?2017), serving in a senior leadership role for India?s landmark USD 3 billion semiconductor project, with responsibility for financial planning, large-scale CAPEX, infrastructure development, recruitment, and extensive coordination with central and state government authorities, providing exposure to complex project governance and capital management.

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.

FINANCIAL HIGHLIGHTS

Revenue, profit, and earnings per share rose in FY2025-26.

Revenue from Operations: ₹6,928.06 Cr

PAT: ₹962.33 Cr

EPS: ₹4.77

ROE: 9.19%

ROCE: 13.53%

Revenue: Up 34.6% year on year from ₹5,146.67 crore to ₹6,928.06 crore.

PAT: Up 35.5% year on year from ₹710.04 crore to ₹962.33 crore

Improvement in scale, earnings, and return ratios

Metric	FY2023-24	FY2024-25	FY2025-26	Change
Revenue	₹4,662.24 Cr	₹5,146.67 Cr	**₹6,928.06 Cr**	**+34.6%**
PAT	₹687.52 Cr	₹710.04 Cr	**₹962.33 Cr**	**+35.5%**
EPS	₹3.41	₹3.52	**₹4.77**	**Improved**
ROE	8.83%	8.172%	**9.19%**	**Improved**
ROCE	12.3%	11.66%	**13.53%**	**Improved**

FINANCIAL HIGHLIGHTS

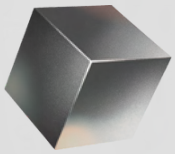
The 3-Year Financial Trajectory: From Baseline to Breakout

The foundation year established a steady revenue stream.

During the restructuring, Return on Equity and ROCE adjusted accordingly.

A material step-up in top-line growth representing the "Breakout" phase.

Revenue
EBITDA: ₹1,239.30 Cr



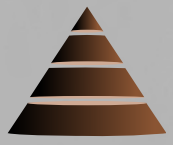
₹687.52 Cr
Profit After Tax (PAT)
EPS: ₹3.41

Efficiency

8.83% ROE
12.3% ROCE

FY 2024-25 | The Restructuring

₹5,146.67 Cr
Revenue
Moderate increase during restructuring phase



₹710.04 Cr
Profit After Tax (PAT)
EPS rising to ₹3.52

8.172% ROE
11.66% ROCE

FY 2025-26 | The Breakout

₹6,928.06 Cr
Revenue
(+34.6% YoY)

₹962.33 Cr
PAT (+35.5% YoY)
Significantly higher EPS: ₹4.77

Simultaneous Expansion in Return Metrics

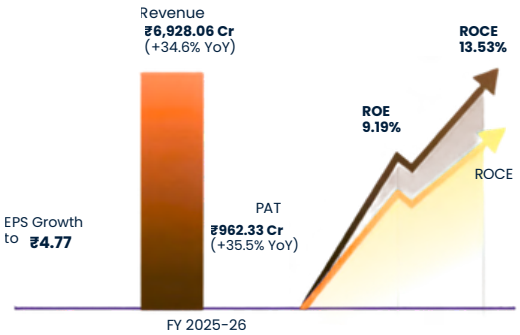
9.19% ROE
13.53% ROCE

Validating Higher Quality of Earnings:

The simultaneous rise in PAT and return ratios confirms the breakout is driven by higher-quality financial performance.

PHASE 3: THE FY 2025-26 BREAKOUT

Material Step-up in Growth



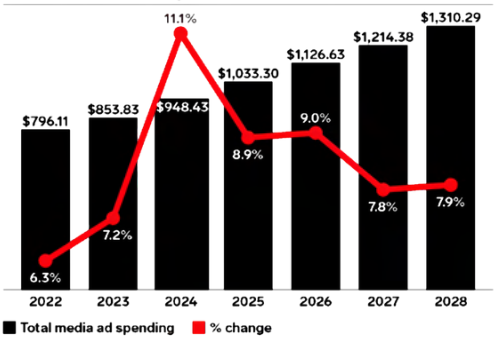
The material step-up in FY26 validates higher earnings quality.

Expansion of Return Metrics

Return on Equity (ROE): **9.19%**
Return on Capital Employed (ROCE): **13.53%**

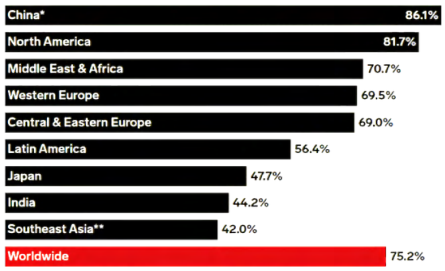
DIGITAL ADVERTISING WORLDWIDE

Total Media Ad Spending Worldwide, 2022-2028
billions and % change



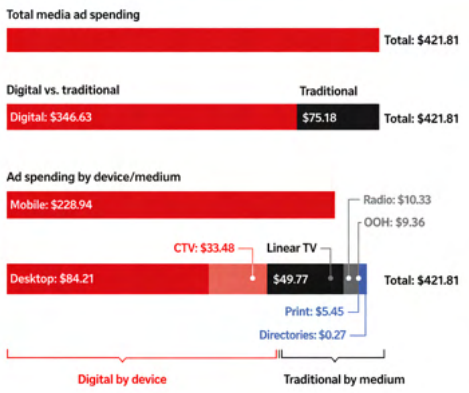
Note: includes digital (desktop/laptop, mobile, and other internet-connected devices), magazines, newspapers, out-of-home, radio, and TV

Digital Ad Spending Share of Total Media Ad Spending in Select Countries/Regions, 2025
% of total media ad spending



*Note: includes advertising that appears on desktop and laptop computers as well as mobile phones, tablets, and other internet-connected devices, and includes all the various formats of advertising on those platforms; *excludes Hong Kong; **includes Indonesia, Malaysia, Philippines, Singapore, Thailand, and Vietnam*

Total Media Ad Spending at a Glance
billions in US total media ad spending, by medium and device, Q1 2025

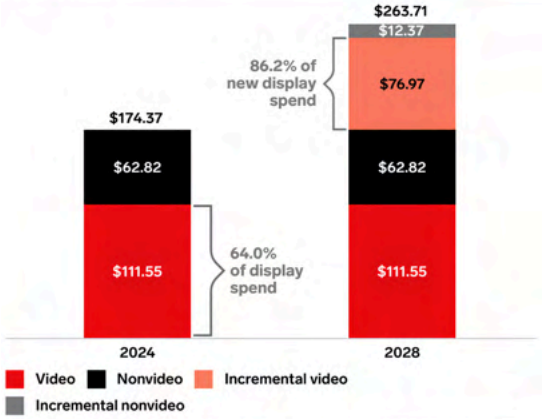


Note: includes digital (desktop/laptop, mobile, and other internet-connected devices), directories, magazines, newspapers, outdoor media, radio, and TV
Source: EMARKETER Forecast, March 2025

Digital Ad Spending Penetration, by Country
2024, % of total media ad spending

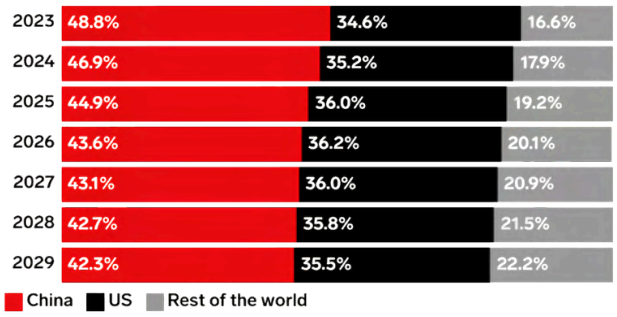
Note: includes advertising that appears on desktop and laptop computers as well as mobile phones, tablets, and other internet-connected devices, and includes all the various formats of advertising on those platforms; excludes SMS, MMS and P2P messaging-based advertising

Video Will Drive More Than 86% of New Display Ad Spending Between 2024 and 2028
billions in US display ad spending, video vs. nonvideo, 2024 & 2028



Note: includes advertising that appears on desktop and laptop computers as well as mobile phones, tablets, and other internet-connected devices for all formats mentioned; display includes banners, rich media, sponsorships, video, and ads such as Facebook's Feed Ads and X's Promoted Posts, and includes display-oriented formats on social networks, even if triggered by search queries; video includes in-stream video ads such as those appearing before, during, or after digital video content in a video player (pre-roll, mid-roll, or post-roll video ads) and video overlays, and includes social network in-stream video ads and outstream video ads, such as native, in-feed (including video ads in the Facebook Feed and X's Promoted Posts), in-article, in-banner, and interstitial video ads
Source: EMARKETER Forecast, Nov 2024

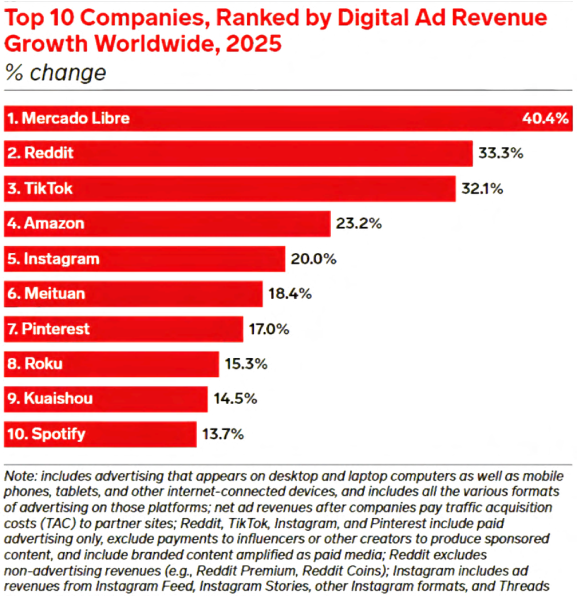
Most Retail Media Ad Spending Happens in China or the US, but Other Countries Are Gaining Share
% of worldwide retail media ad spending, by country, 2023-2029

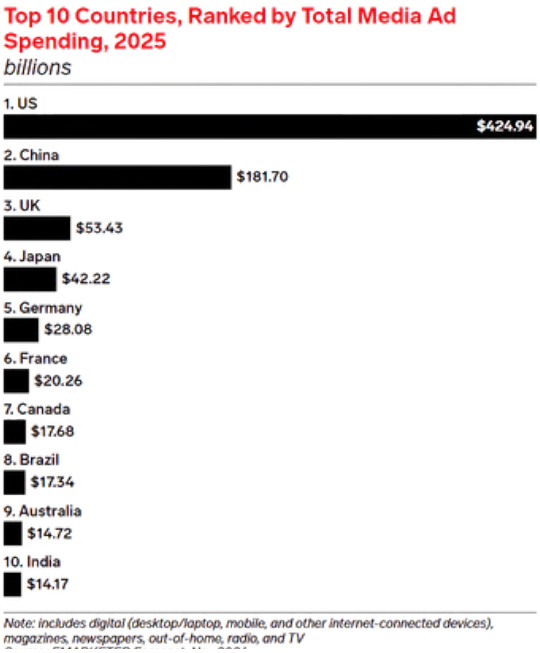


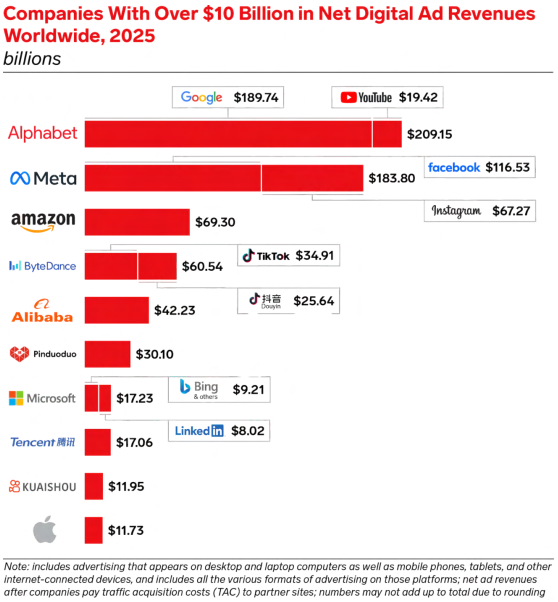
Note: digital advertising that appears on websites or apps that are primarily engaged in retail ecommerce or is bought through a retailer's media network or demand-side platform (DSP); examples of websites or apps primarily engaged in retail ecommerce include Amazon, Walmart, and eBay; examples of retail media networks include Amazon's DSP and Etsy's Offsite Ads; includes ads purchased through retail media networks that may not appear on ecommerce sites or apps; China excludes Hong Kong; numbers may not add up to 100% due to rounding

Source: eMARKETER

DIGITAL ADVERTISING WORLDWIDE







The Global Digital Advertising Market

Digital advertising has become the dominant force in global marketing, accounting for the majority of total ad spend worldwide. Fueled by rapid internet penetration, mobile usage, e-commerce growth, and data-driven targeting, the market continues to expand across formats such as search, social, display, video, connected TV, and in-app advertising. Programmatic buying, AI-led optimization, and first-party data strategies are now central to how advertising is planned, bought, and measured globally.

Key Players Shaping the Ecosystem

The global digital advertising ecosystem is driven by a mix of powerful platforms and technology providers:

- **Platform leaders:** Google, Meta, Amazon, Microsoft, TikTok — commanding large shares of global digital ad spend through search, social, video, and retail media.
- **AdTech & programmatic players**: Companies operating SSPs, DSPs, exchanges, and data platforms enable scalable, automated, and measurable advertising across the open web and apps.
- **Publishers & media owners:** From premium publishers to app developers and CTV platforms, supply continues to diversify and grow.
- **Independent global AdTech groups:** Firms like Brightcom play a critical role in connecting advertisers and publishers across regions, formats, and devices.

Together, these players form a complex but highly efficient global advertising value chain.

The Foremost Country by Digital Ad Spend

The United States remains the largest digital advertising market in the world, accounting for the highest share of global digital ad spend. Driven by a mature digital economy, strong advertiser demand, advanced AdTech infrastructure, and dominant global platforms, the U.S. continues to lead in innovation and scale.

Following the U.S., major markets include China, the United Kingdom, Japan, and Germany, while India and other emerging markets are among the fastest-growing contributors to global digital ad spend.

The Global Advertising Industry

The global advertising industry is undergoing a rapid digital transformation, driven by advancements in AI, data intelligence, automation, and connected media. As brands increasingly prioritize measurable, privacy-conscious, and omnichannel marketing strategies, digital advertising continues to represent one of the world's largest and fastest-growing markets.

Operating within the programmatic advertising ecosystem, Brightcom Group is strategically positioned to capitalize on these evolving industry dynamics through its technology-driven platforms, global publisher network, and scalable digital media solutions.

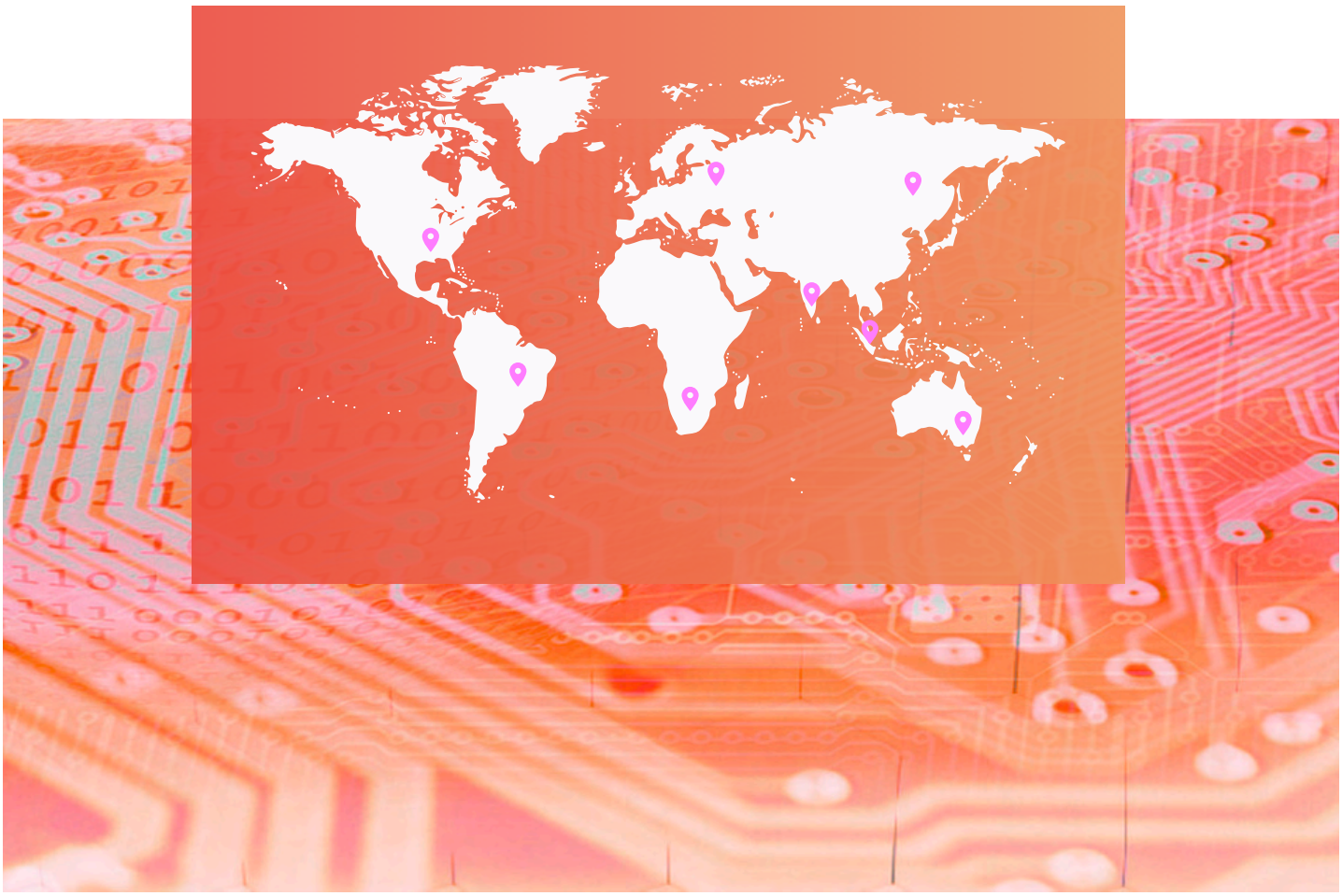
GLOBAL ADVERTISING MARKET

GLOBAL DIGITAL ADVERTISING

PROGRAMMATIC ADVERTISING OPPORTUNITY

Brightcom Group:

AI • Programmatic • Publisher Monetization • Media Buying • CTV • Retail Media



ADTECH LANDSCAPE 2025

DEMAND SIDE PLATFORMS (DSPs)

AMOBEE, OneView, theTradeDesk, ADELPHIC, amazonadvertising, Basis, xandr, Display & Video 360

SUPPLY SIDE PLATFORMS (SSPs)

Magnite, yieldmo, MAX, sonobi, smartyads, NATIVO, triplelift, fluct, xandr, INDEX EXCHANGE, Teads, rivr, RISE, Google Ad Manager, OpenX, VRTCAL, SpringServe, kevel, adswizz, PULSEPOINT, sharethrough, unity ADS, VERVE GROUP, ECN, APPLOVIN, CRITEO, Tapjoy, ADAGIO, PubMatic, Google AdMob, smaato, E-PLANNING, 152HB, Google AdSense, minute media, Onetag, Chartboost, gumgum, infolinks, improve digital, INMOBI | EXCHANGE, Wunderkind, E-PLANNING, SEEDTAG, 33across

AD NETWORKS

GroundTruth., epom ad server, infolinks, plista, AdRoll, ADUP TECHNOLOGY, Dianomi

PUBLISHER MANAGEMENT PLATFORMS

playwire, MEDIAVINE, Raptive, adform, adpushup, FREESTAR, SOVRN, nexxen, FREEWHEEL, MonetizeMore

NATIVE AD SOLUTIONS

revcontent, adstyle, StackAdapt, NATIVO, mgid, brax, adcash, jeeng, INBOXADS, BuySellAds, outbrain, Adobe Advertising Cloud, Adblade, redirect, Taboola, sharethrough

AD QUALITY SOLUTIONS

geoedge Ad Integrity, THE MEDIA TRUST, CONFIANT, DV DoubleVerify, Boltive, RISKIQ

BRAND SAFETY PROVIDERS

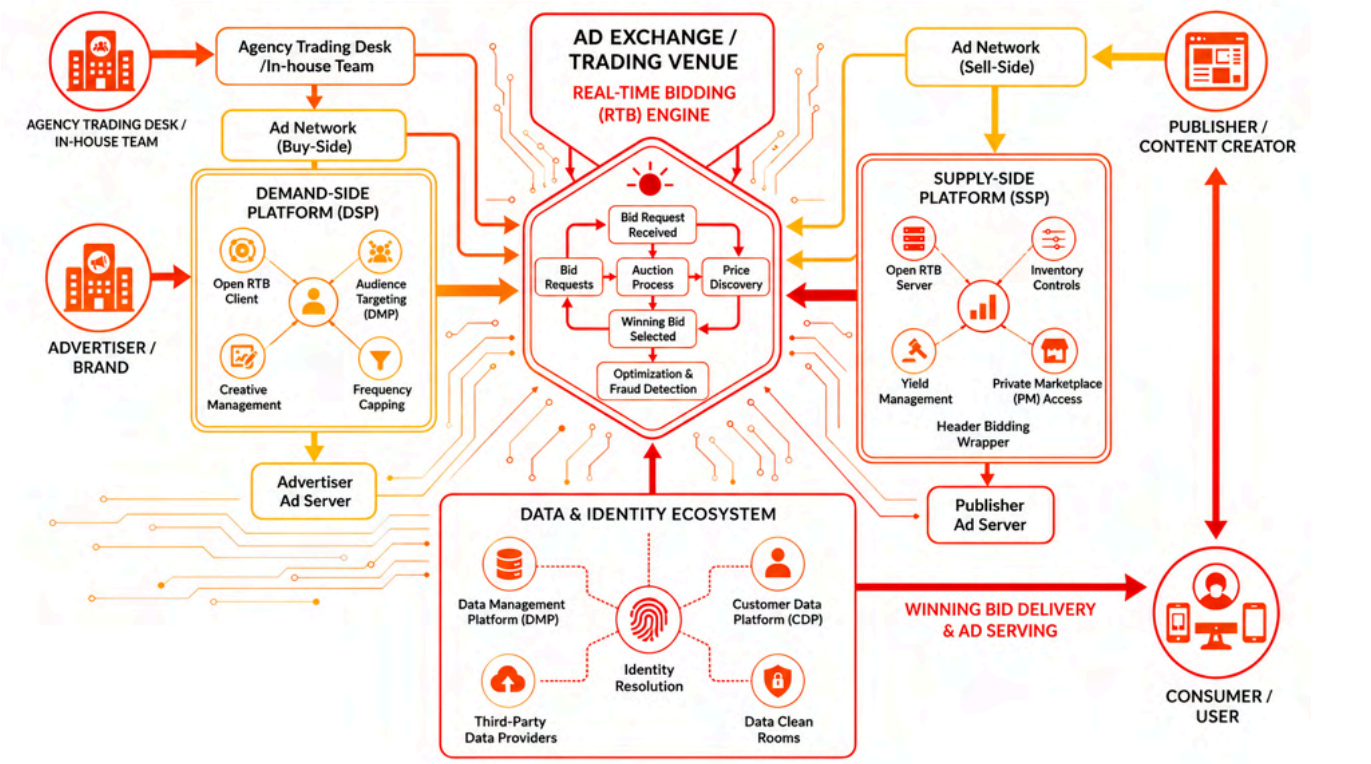
IAS Integral Ad Science, MOAT, HUMAN, DV DoubleVerify, adform, fraudlogix, GW GLOBALWIDE MEDIA

IDENTITY MANAGEMENT SOLUTIONS

LiveRamp, LOTAME, neustar fabrick, Prebid, ID5, theTradeDesk

SOURCE: Playwire.com

DIGITAL ADVERTISING ECOSYSTEM



BRIGHTCOM GROUP:

Connecting every stakeholder in the AdTech ecosystem - from advertisers to publishers - through technology, automation, and intelligent media execution.

Brightcom Group powers the digital advertising ecosystem by connecting brands, agencies, publishers, and technology platforms through intelligent, data-driven AdTech solutions. Its integrated capabilities across media buying, publisher monetization, programmatic infrastructure, and campaign optimization position the Group as a key enabler of efficient, scalable, and performance-led digital advertising.

DIGITAL ADVERTISING TRENDS

Artificial Intelligence & Generative AI

Transformative Applications:

01

Creative Production

- 46% of marketers use AI to scale creative
- 33% run AI across creative, media, and measurement
- Generative AI reducing creative production costs by 60-80%
- Dynamic personalization: AI generating infinite creative variations

03

Audience Intelligence

- Behavioral prediction: AI anticipating purchase intent from micro-signals
- Sentiment analysis: Real-time brand perception monitoring
- Lookalike modeling 2.0: Deep learning identifying non-obvious patterns
- Conversational AI: Chatbots as advertising touchpoints

02

Campaign Optimization

- Predictive analytics: Forecasting campaign performance pre-launch
- Real-time optimization: AI adjusting bids, placements, creative in milliseconds
- Anomaly detection: Identifying fraud, measurement errors automatically
- AI redistributing spend for maximum ROI

04

Agentic AI (Emerging Trend)

- AI agents: Autonomous systems executing complex marketing workflows
- Consumers using personal AI agents to filter/negotiate with brand AIs
- Shift from "impressions" to "AI agent interactions" as currency

Brightcom AI Roadmap

Phase 1

- Phase 1: AI-powered bid optimization and fraud detection

Phase 2

- Generative creative platform for display/video ads

Phase 3

- Agentic AI for autonomous campaign management

Phase 4

- **Investment:** Allocate 15-20% of R&D budget to AI/ML

Brightcom Technology Platforms

Brightcom Group operates a full-stack ad-tech ecosystem, where::

COMPASS
The execution engine

DMP
The intelligence layer

Media Platform
Marketplace

Brightcom's technology platforms can be grouped into 3 layers:

Core Ad-Tech Engine

- COMPASS Platform
- Data Management Platform (DMP)
- Creative Optimization

Delivery & Monetization Layer

- Brightcom Media Platform
- Publisher Monetization Platform
- Analytics Platform

Owned & Emerging Platforms

- Marketplace Analytics Platform

About COMPASS:

Compass is Brightcom's proprietary end-to-end programmatic advertising platform, engineered to unify the digital advertising ecosystem through intelligent automation and real-time decision-making. Designed to seamlessly manage display, video, mobile, and multi-channel inventory from a single interface, Compass empowers publishers and advertisers with advanced yield optimization, dynamic bidding, granular analytics, and transparent campaign management. By integrating direct deals, private marketplaces, real-time bidding (RTB), header bidding, and data-driven optimization into one scalable platform, Compass enables higher monetization, improved campaign performance, and operational efficiency. Its intuitive reporting capabilities and hybrid architecture make it a core technology asset driving Brightcom's global AdTech operations.

- Consolidates demand, supply, campaign management, and analytics into a single proprietary ecosystem.
- Supports high-volume traffic across multiple geographies with low-latency ad delivery and scalable cloud architecture.
- Designed to adapt to evolving privacy regulations and a cookieless digital advertising landscape.
- Helps publishers leverage first-party audience insights for improved targeting and monetization.
- Flexible architecture allows rapid integration of new ad formats, marketplaces, and partner technologies.
- Continuously optimizes campaign performance through automated bidding, traffic quality monitoring, and intelligent allocation.
- Built-in mechanisms help maintain ad quality, fraud prevention, and advertiser confidence.
- Cross-Device Intelligence: Enables audience engagement across desktop, mobile, connected TV (CTV), and emerging digital environments.
- Real-Time Business Intelligence: Provides actionable insights through customizable dashboards and live performance monitoring.
- Reliability: Designed for high availability, redundancy, and uninterrupted ad serving at global scale.
- API-Driven Ecosystem: Supports seamless integration with DSPs, SSPs, exchanges, data providers, and enterprise partners.
- Future-Ready Innovation: Continuously evolves to support emerging advertising standards, identity solutions, and AI-driven optimization.
- Operational Efficiency: Reduces manual workflows through automation, enabling faster campaign deployment and streamlined operations.
- Scalable Monetization Engine: Optimizes inventory utilization while maximizing long-term revenue opportunities for publishers.

Brightcom Technology Platforms

Brightcom Group – Technology Platforms (Ad-Tech & Digital Ecosystem)
Brightcom Group operates multiple proprietary and acquired technology platforms that together form a full-stack digital advertising and media ecosystem.

Compass Platform

Core Programmatic Advertising Engine

What it is:
Compass is Brightcom's central programmatic advertising platform.

Compass decides which ad to show, to whom, and at what price—in milliseconds.

Key Functions:

- Real-Time Bidding (RTB) for ad inventory
- Automated media buying & selling
- Audience targeting using data analytics
- Campaign optimization (AI/ML driven)

Why it matters:

- Acts as the brain of Brightcom's ad-tech operations
- Connects advertisers with publishers globally
- Handles large-scale ad transactions efficiently

Brightcom Media Platform

Global Ad Distribution & Demand-Supply Integration

What it is:
A platform that connects:
Advertisers (demand side)&
Publishers (supply side)

Where ads are bought and sold globally.

Key Functions:

- Campaign distribution across global inventory
- Cross-channel ad delivery (display, video, mobile, social)
- Integration with ad exchanges and DSPs/SSPs

Why it matters:

- Enables global campaign reach across 50+ markets
- Ensures efficient matching of ads with inventory

Publisher Monetization Platform

Revenue Optimization for Publishers

What it is:
A platform specifically designed for publishers to maximize ad revenue.

Helps publishers make more money from their ads.

Key Features:

- Yield optimization (maximize revenue per impression)
- Ad inventory management
- Real-time analytics dashboards
- Integration with multiple ad exchanges

Why it matters:

- Helps websites/apps earn more from traffic
- Improves fill rates and CPMs (cost per thousand impressions)

Brightcom Technology Platforms

Data Management Platform (DMP)

Audience Intelligence & Targeting Engine

What it is:
The platform for collecting and analyzing user data..

It identifies the "right audience" for ads.

Key Functions:

- Audience segmentation
- Behavioral tracking
- User profiling
- Data-driven targeting

Why it matters:

- Enables highly targeted advertising
- Improves campaign performance and ROI

Creative Optimisation Platform

Dynamic Ad Creative Management.

What it is:
A system for managing and optimizing ad creatives (banners, videos, etc.)

Makes ads smarter and more appealing.

Key Features:

- Dynamic creative optimization (DCO)
- A/B testing of ads
- Personalized ad creatives

Why it matters:

- Improves engagement and click-through rates
- Ensures ads are relevant to users

Analytics & Reporting Platform

Performance Tracking & Insights

What it is:
A real-time analytics system for campaigns.

Shows what's working and what's not in ads.

Key Features:

- Campaign performance dashboards
- Conversion tracking
- ROI measurement
- Predictive analytics

Why it matters:

- Enables data-driven decision making
- Helps advertisers optimize campaigns continuously

THE NEXT-GEN TECH

- Brightcom Group's Next-Gen Division complements the company's established AdTech business by developing intelligent digital solutions that extend the value of its technology ecosystem. While the AdTech business focuses on digital advertising, media monetization, and audience engagement, the Next-Gen Division explores emerging technologies that enhance platform capabilities, operational efficiency, and customer experiences.

- The division focuses on areas such as Artificial Intelligence (AI), Machine Learning (ML), Generative AI, Cloud Technologies, Data Analytics, Automation, and Digital Engineering. These capabilities support the development of smarter platforms, data-driven insights, workflow automation, and scalable digital infrastructure that strengthen both internal operations and client-facing solutions.

- By integrating next-generation technologies with Brightcom Group's digital advertising expertise, the division contributes to building future-ready products, accelerating innovation, and creating new opportunities across the evolving digital ecosystem. Together, the AdTech and Next-Gen businesses position the company to address the growing demand for intelligent, scalable, and technology-driven digital solutions.

Brightcom Group – Next-Gen Division

Next-Gen expands platform intelligence, scalability, and long-term innovation.

Key Focus Areas:

AI-Enabled Ecosystems: Developing advanced machine learning and real-time data processing tools.

Digital Infrastructure: Scaling cloud environments and expanding high-performance computing platforms.

Strategic Expansion: The NextGen unit operates alongside Brightcom's other core segments, including its AdTechdivision, software Services, and the Brightcom Defence sector

BRIGHTCOM DEFENCE

brightcom
defence

BRIGHTCOM DEFENCE

In August 2025, Brightcom Group announced the launch of a new, dedicated division called Brightcom Defence, to enter the rapidly growing aerospace intelligence and autonomous aerial defence sector.

Key Next-Gen Tech Areas & Focus (Brightcom Defence)

- AI-Powered UAV Flight Systems: Developing intelligent navigation and mission execution capabilities for unmanned aerial vehicles.
- Autonomous Aerial Defence Software: Real-time threat detection and response algorithms designed for evolving battlefield conditions.
- Swarm Coordination Frameworks: Technologies for managing synchronized operations across fleets of autonomous drones.
- Cybersecurity for Aerial Platforms: Specialized security architectures ensuring data integrity and system resilience.
- High-Fidelity Simulation Engines: Tools for mission planning, strategic modeling, and operational readiness.

MISSION:

We engineer intelligent defence ecosystems where UAV hardware, AI autonomy, and secure networks converge to dominate tomorrow's battlefields.

Maestro OS - AI-powered operating system

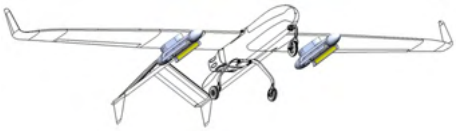
Maestro OS is the AI-powered brain of Brightcom Defence. It fuses sensors, UAVs, effectors, and operators into a single command layer that transforms raw battlefield data into real-time, actionable intelligence. With Maestro OS, commanders move with machine speed, precision, and confidence.

Maestro OS is built as the first 'Open defence operating system', designed for multi-domain command and control.

- Simple – Intuitive workflows from planning to execution.
- Scalable – From single UAV missions to multi-theater swarm ops.
- Extensible – Open APIs to integrate sensors, effectors, and allied C2 systems.
- Intelligent – Predictive modeling, anomaly detection, and mission optimization.

BRIGHTCOM DEFENCE

Core Capabilities



Flight & Ops Automation

- Pre-programmed missions resilient to comms loss.
- Autonomous take-off/landing with laser precision.
- Anti-jamming and autonomous return modes.
- Extreme environment resilience (-25°C to +50°C).

Ground Control Station (GCS)

- Secure comms: frequency hopping, AES-256, VPNs.
- Multi-UAV orchestration (1-to-many, many-to-1).
- Signal relay and mesh networking.

Threat Prediction & Battlefield Analytics

- Predictive ISR-based enemy movement modeling.
- Threat prioritization (air defence vs. vehicles).
- EW anomaly detection.

Counter-UAS Capabilities

- PAI hostile drone classification (RF, EO/IR, radar).
- Soft-kill: jamming and spoofing.
- Hard-kill: interceptor drones, directed-energy.

CORE CAPABILITIES

Computer Vision & Target Identification

- Helix CV: Optical + thermal detection (200 m vehicles, 50 m small objects).
- EO/IR Payloads: Auto-tracking, scene lock, stabilization, anti-fog.
- Automated detection and classification.

BRIGHTCOM DEFENCE

UAV Portfolio Overview

RAVEN – Strategic ISR / Multi-Mission platform for long-range surveillance and multi-role operations.

HELIX Series (HELIX 7, HELIX 10) – High-speed Recon & Strike mini UAVs for agile battlefield use.

THUNDERBOLT – Tactical Strike drone-bomber optimized for payload delivery and precision engagement.

TIBURON – Tactical Recon fixed-wing UAV for extended endurance and all-weather operations.

MINI TIBURON – Man-portable Recon system designed for rapid deployment and hand-launch missions.

Applications

Intelligence, Surveillance & Reconnaissance
Delivers continuous aerial intelligence and situational awareness across borders, urban sectors, and high-risk terrains.

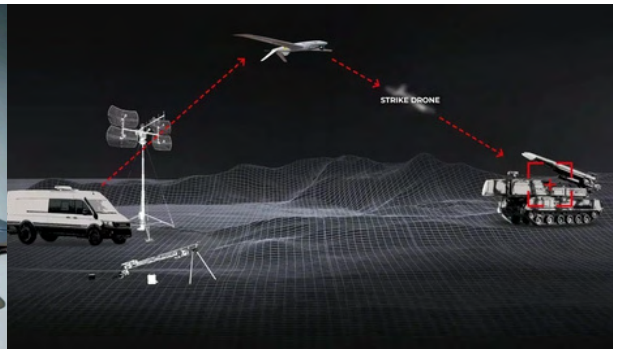
Precision Strike & Combat Support
Provides high-accuracy payload deployment and strike capability with real-time operator control for mission effectiveness.

Disaster Relief & Humanitarian Response
Supports aerial mapping, search and rescue, critical aid delivery, and centralized disaster-control room coordination in crisis or disaster affected zones.

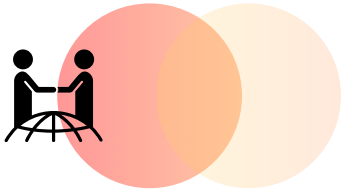
Ammunition & Payload Delivery
Offers procurement and secure field supply of munitions and mission equipment, with aerial transport options for time-sensitive payloads.

Secure Command & Control (C2)
Enables unified mission planning, encrypted communications, and multi-domain coordination through Maestro OS.

Counter-UAS & Electronic Warfare
Features AI-powered detection, anti-spoofing resilience, and robust performance in contested environments.



CLIENTS & PARTNERS



SERVING SOME OF THE BIGGEST BRANDS WORLDWIDE

NATIONAL GEOGRAPHIC
Science
TV GUIDE
WebMD
nature
Yellow Pages
TED
cheapOair
TimeOut
hello network
boredpanda
PLAYBILL
whitepages
Fandom
Reverso

BRANDS AND SSPS

IKEA
Microsoft
TOYOTA
TARGET
Walmart
Hertz

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

pixalate
Prebid
Google Ad Manager
iab.

NOTICE OF THE AGM

NOTICE OF THE AGM

September 07, 2026

Dear Shareholder(s),

You are cordially invited to attend the 27th Annual General Meeting of the Shareholders of Brightcom Group Limited ("the Company") to be held on Saturday, October 3, 2026 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 27th 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 to the 27th Annual General Meeting of Brightcom Group Limited

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of Brightcom Group Limited ("the Company") to be held on Saturday, October 3, 2026 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, 2026, 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, 2026, together with the report of the Auditors thereon.

2. **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 2026-27, who shall hold office from the conclusion of this 27th AGM till the conclusion of the 28th AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof)."

3. **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 27th Annual General Meeting of the Company held on October 3, 2026 and as revised/ amended from time to time."

4. **To amend, ratify and confirm earlier resolutions for issue of equity shares**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India Act,

NOTICE

1992, the Securities Contracts (Regulation) Act, 1956, the Articles of Association of the Company and all other applicable laws, rules, regulations and guidelines, and subject to such approvals, consents, permissions and sanctions as may be required, the approval of the Members of the Company be and is hereby accorded to amend, supplement, ratify and confirm the resolutions passed by the Members of the Company at the General Meetings held during the years 2020, 2021 and 2022, respectively, authorising the issue and allotment of Equity Shares and/or Warrants convertible into Equity Shares of the Company against cash consideration."

RESOLVED FURTHER THAT the aforesaid resolutions passed by the Members in the years 2020, 2021 and 2022 be and are hereby amended and supplemented to clarify that the Equity Shares and/or Warrants convertible into Equity Shares of the Company may be issued and allotted against cash consideration and/or towards the settlement, adjustment, conversion or set-off of outstanding loans, advances and/or other bona fide monetary amounts, including amounts arising out of or attributable to funds advanced in cash to the Company and/or any of its subsidiaries and thereafter transferred, advanced, remitted or otherwise made available, directly or indirectly, to the Company, and/or any corresponding liabilities or obligations arising therefrom, in each case as applicable and permissible under applicable law, and on such terms and conditions as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Members hereby ratify, approve and confirm, to the extent permissible under applicable law, all actions taken pursuant to, in connection with and in furtherance of the aforesaid resolutions, including any issue or allotment of Equity Shares and/or Warrants convertible into Equity Shares against cash consideration and/or towards the settlement, adjustment, conversion or set-off of outstanding loans, advances and/or other bona fide monetary amounts, including amounts arising out of or attributable to funds advanced in cash to the Company and/or any of its subsidiaries and thereafter transferred, advanced, remitted or otherwise made available, directly or indirectly, to the Company, and/or any corresponding liabilities or obligations arising therefrom, and all such acts, deeds, matters and things undertaken by the Company in connection therewith be and are hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT except as expressly amended or supplemented by this resolution, all other terms, conditions, authorisations and provisions contained in the resolutions passed by the Members in the years 2020, 2021 and 2022 shall remain unchanged and continue to be valid and effective.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or any person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and instruments as may be necessary, desirable or expedient for giving effect to this resolution and to make such filings, applications and submissions with the Registrar of Companies, SEBI, Stock Exchanges and/or any other statutory or regulatory authority, as may be required.

NOTICE

5. **To discontinue the appointment of CS Saurabh Poddar (C.P.No. 10787) as Secretarial Auditor**

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

"RESOLVED, THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable laws, and based on the recommendation of the Audit Committee and the Board of Directors, the appointment of CS Saurabh Poddar, Practicing Company Secretary (Membership No. FCS 9190, Certificate of Practice No. 10787), as the Secretarial Auditor of the Company be and is hereby discontinued/removed with effect from September 4, 2026, and the Company do record its appreciation for the services rendered by them during their tenure;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to this resolution, including intimation to the Stock Exchange(s) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

6. **Appointment of CS P Sarada (C.P.No. 8735) as Secretarial Auditor**

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

"**RESOLVED THAT** pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable laws, and based on the recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to the appointment of CS P Sarada, Practicing Company Secretary (Peer Reviewed Firm, C.P. No. 8735), as the Secretarial Auditor of the Company, to conduct the Secretarial Audit of the Company for a term of one year commencing from Financial Year 2025-26, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time to time;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient to give effect to this resolution, including intimation to the Stock Exchange(s) under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

By order of the Board
For Brightcom Group Limited

Date: 07-09-2026
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 Tuesday September 29, 2026 to Saturday October 3, 2026 (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 Wednesday, September 30, 2026 at 9.00 a.m. and ends on Friday, October 2, 2026 at 5.00 p.m. During this period shareholders of the Company, holding shares as on cut-off date Monday, September 28, 2026 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 P Sarada, Company Secretary in Practice (C.P. No. 8735), 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 Wednesday, September 30, 2026 at 9.00 a.m. and ends on Friday, October 2, 2026 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 Monday, September 28, 2026 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.

c) 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 a) 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) 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.

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

(ii) 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.

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

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

(v) 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.

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

(vii) 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.

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

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

(x) 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.

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

(xii) **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 26th AGM 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., Saturday, October 3, 2026 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 Monday, September 28, 2026 i.e., cut-off date.

CONTACT DETAILS

Company	B6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082. Phone: + 91 40 6744 9910
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	P Sarada, Practicing Company Secretary, E-mail: sharadacs@gmail.com | Phone: +91-9848302393

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 Ms. P Sarada, Practicing Company Secretary (Membership No. A21717), 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.comwith 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 28, 2026
2.Remote e-Voting starts on	September 30, 2026
3.Remote e-Voting ends on	October 2, 2026
4.Last date for speaker registration	September 28, 2026

By order of the Board
For Brightcom Group Limited

Date: 07-09-2026
Place: Hyderabad

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

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. 3 of the accompanying Notice dated September 7, 2026.
Item #3: 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 28, 2024 for a term of 5 consecutive years upto June 27, 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 #3.

(ANNEXURE TO THE NOTICE DATED SEPTEMBER 7, 2026)

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 Director	**Mr. Raghunath Allamsetty**
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

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

Item #4: To amend, ratify and confirm earlier resolutions for issue of equity shares

The Members of the Company had, at the General Meetings held during the years 2020, 2021 and 2022, approved resolutions authorising the issue and allotment of Equity Shares and/or Warrants convertible into Equity Shares of the Company against cash consideration, subject to the terms and conditions contained in the respective resolutions.

The Process and Compliance Review Committee constituted by the Board undertook a review of certain historical transactions, records and compliances relating to the aforesaid issuances and allotments and submitted its recommendations to the Board of Directors.

As part of its recommendations, the Committee recommended that the Board seek the approval and ratification of the Members to clarify and supplement the earlier resolutions, including to expressly cover Equity Shares and/or Warrants issued and allotted towards the settlement, adjustment, conversion or set-off of outstanding loans, advances and other bona fide monetary amounts, in addition to those issued against cash consideration.

Based on the recommendations of the Process and Compliance Review Committee, and with a view to providing additional clarity and confirmation in respect of the scope of the earlier approvals and the actions undertaken pursuant thereto, the Board considers it appropriate, as a matter of abundant caution and good corporate governance, to seek the approval of the Members for the proposed amendment, ratification and confirmation of the earlier resolutions.

The proposed resolution accordingly seeks to amend and supplement the earlier resolutions and to ratify, approve and confirm, to the extent permissible under applicable law, the actions taken pursuant to, in connection with and in furtherance thereof, on the terms more particularly set out in the resolution.
The proposed amendment does not seek to alter the commercial terms of the earlier transactions except to the extent specifically provided in the resolution and is intended to provide greater clarity and completeness to the records of the Company.

The Board of Directors, having considered the recommendations of the Process and Compliance Review Committee, recommends the resolution set out at Item No. 4 of the Notice for approval of the Members.

Item #5: To discontinue the appointment of CS Saurabh Poddar (C.P.No. 10787) as Secretarial Auditor of the Company

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inserted vide the SEBI (LODR) (Third Amendment) Regulations, 2024 with effect from April 1, 2025, the removal of the Secretarial Auditor of a listed entity requires the approval of the Members by way of an Ordinary Resolution.

CS Saurabh Poddar was appointed as the Secretarial Auditor of the Company vide Resolution dated January 10, 2025, for a term of 5 years, which term has not yet expired. The Board, on the recommendation of the Audit Committee, has decided to discontinue this appointment mid-term, with effect from September 4, 2026. The Board of Directors, on the recommendation of the Audit Committee, has undertaken a review of the Company's secretarial audit requirements in the context of its current business operations, regulatory environment and evolving governance framework. Based on such review, the Board has considered it appropriate to make a change in the Secretarial Auditor of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Item #6: Appointment of CS P Sarada (C.P.No. 8735)

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of the Secretarial Auditor of a listed entity requires the approval of the Members by way of an Ordinary Resolution.

Consequent upon the discontinuation of the appointment of CS Saurabh Poddar as set out at Item No. 4 above, the Audit Committee and the Board have recommended the appointment of CS P Sarada, a Peer Reviewed firm of Company Secretaries in Practice, as the Secretarial Auditor of the Company for the term set out above, subject to the approval of the Members. CS P Sarada has furnished:

(a) its written consent to act as Secretarial Auditor of the Company;
(b) a certificate confirming that it satisfies the eligibility criteria and is not disqualified under Regulation 24A of the SEBI (LODR) Regulations, 2015; and
(c) a declaration confirming that it holds a valid Peer Review Certificate as required under Regulation 24A(1)(a).

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is, in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

By order of the Board
For Brightcom Group Limited
Sd/-

Date: 07-09-2026
Place: Hyderabad

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

THE BOARD'S REPORT

BOARD'S REPORT

Dear Members,

Your directors have pleasure in presenting the Twenty Seventh Annual Report of the Company along with Company's Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended on March 31, 2026.

Financial Highlights

(Rs. in Lakhs)

Particulars	Consolidated FY 2025-26	Consolidated FY 2024-25	Standalone FY 2025-26	Standalone FY 2024-25
Total Revenue (including other Income)	692,802.55	514,665.70	43,243.07	41,867.83
Gross Profit before Interest, Depreciation & Tax	175,220.77	132,159.07	40.86	59.54
Less: Interest	1.66	2.03	0.06	0.91
Depreciation	32,007.94	30,687.52	6.12	7.63
Profit before Tax	143,211.17	101,469.52	34.68	51.72
Less: Provision for Tax	48,087.79	31,087.07	10.82	16.14
Less: Deferred Tax	(1,109.28)	(621.36)	17.67	30.14
Profit after Tax	96,232.66	71,003.81	6.18	5.44
Add: Other comprehensive income	91,941.96	19,463.76	340.46	67.11
Total comprehensive income for the period	188,174.62	90,467.57	346.65	72.55
Balance Brought forward from the previous year	629,267.49	557,888.05	1,720.53	1,713.35
Profit available for appropriations	726,021.24	629,267.49	1,736.49	1,720.53
Less: Dividend	0	0	0	0
Profit Carried to Balance Sheet	726,021.24	629,267.49	1,736.49	1,720.53

State of Affairs / Company's performance

During the year under review, your Company achieved a consolidated turnover of Rs.692,802.55 lakhs as against Rs. 514,665.70 lakhs in the previous year. Your Company has earned a consolidated gross profit of Rs.175,220.77 lakhs before interest, depreciation and tax as against Rs. 132,159.07 lakhs in the previous year. After deducting financial charges of Rs.1.66 lakhs, depreciation of Rs.32,007.94 lakhs and provision for tax of Rs.48,087.79 lakhs, the operations resulted in a net profit of Rs.96,232.66 lakhs as against Rs. 71,003.81 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.

Further, pursuant to the Board Resolution dated 31st January 2026, the Company cancelled/ annulled 6.67 crore Preference Shares pertaining to certain earlier preferential allotments, on account of non-completion of the related subscription transactions. The cancellation comprised 5,00,00,000 shares allotted to LGOF Global Opportunities Limited and 1,66,66,667 shares allotted to Connecor Investment Enterprise Limited. The aforesaid allotments were originally made in September 2021, and the corresponding Bonus Shares were credited in March 2022 in the ratio of 2:3. The cancellation/annulment was approved by the Board with effect from 31st January 2026, and the necessary documentation and related formalities are being completed by the Company.

Listing fees has been paid for the year 2025-26 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 17 subsidiaries as of March 31, 2026. There was no material change in the nature of the business carried on by the subsidiaries.

Pursuant to first provision 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, 2026, 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, 2026. 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:

1. No. of Complaints received: Nil
2. 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. Shweta 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 2025-26:

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;
7. Process & Compliance Review 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 27th 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, Eleven (11) 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 2025-26.

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 5 consecutive years,

subject to the approval of shareholders in the ensuing 27th Annual General Meeting of the Company to be held on October 3, 2026.

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 31,2026, 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 CS P Sarada, 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 her involving matters of professional misconduct.

The Secretarial Audit Report for the Financial Year ended March 31,2026, 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, 2026, 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 2025-26 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

No Salary is being paid to Directors of the Company including whole-time Director other than sitting fee 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	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 Corporation to complete the
	of impairment. But the company has neither impaired nor created any provision against the value of Investments in Ybrant Media Acquisition Inc.	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 with related to subsidiaries for the previous years will be reviewed by the Audit Committee as directed by SEBI and will get the Peer review done.
4.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 entereds 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.	1,40,70,000 Equity shares allotted to Vuchi Media are being annulled, the legal process is underway.
4.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 28" February 2024. The proceedings are ongoing.	The proceedings are ongoing.
4.f.	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.	1,40,70,000 Equity shares allotted to Vuchi Media are being annulled, the legal process is underway.

4.g.	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. 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 Company has challenged the Final Order before the Hon'ble High Court. Pending adjudication, management believes no adjustment to the consolidated financial statements is presently warranted solely because the proceedings remain pending.

Listing Fees

The Company affirms that the annual listing fees for the year 2025-26 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

SEBI 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, 2026, 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, 2026.

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, 2026, 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: 07-09-2026
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 31-03-2026

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 review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Brightcom Group Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda, Hyderabad – 500082, Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I/we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed here der in the manner and subject to the reporting made hereinafter:

I, P Sarada have examined:

(a) all the documents and records made available to us and explanation provided by Brightcom Group Limited ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 is Not Applicable during the review period;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is Not Applicable during the review period;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 is Not Applicable during the review period;

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 is Not Applicable during the review period;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 is Not Applicable during the review period;

(j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

(k) Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

(l) (other regulations as applicable).

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

I.

(a) (**) The listed entity has complied with the provisions of the following:

• Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

• Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

• Securities and Exchange Board of India (Investor Protection and Education Fund).

• Regulations, 2009; Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure A:

(b) The listed entry has taken the following actions to comply with the observations made in previous reports specified in Annexure-B.

II. I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

#	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	YES	
2.	**Adoption and timely updation of the Policies:** - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	YES	

#	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	- All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations / circulars / guidelines issued by SEBI		
3.	**Maintenance and disclosures on Website:** - The Listed entity is maintaining a functional website - Timely dissemination of the documents/information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	YES	
4.	**Disqualification of Director:** None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	YES	
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	YES	
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior approval has been obtained.	YES	
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	
10.	**Prohibition of Insider Trading:**	YES	

#	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	YES	Forensic Audit was initiated by SEBI on February 25, 2022, and the Final Order has been issued on February 6, 2025. The Company has filed a Writ Petition with Telangana High Court against this order and the proceedings are ongoing.
12.	**Additional Non-compliances, if any:** No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad

Date: 30-05-2026

For PUTCHA SARADA

Practicing Company Secretaries
Membership No. A 21717
C. P. No. 8735
UDIN: A021717H001626859

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	NA									

For PUTCHA SARADA
Practicing Company Secretaries
Membership No. A 21717
C. P. No. 8735
UDIN: A021717H000556955

Annexure B

Sl.No.	Observations / Remarks of the Practicing Company Secretary in the previous reports (PCS)	Observations made in the secretarial compliance report for the year (the years to be mentioned)	Compliance requirement (Regulations / circulars / guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of PCS on the actions taken by the listed entity
1	600,000 equity share warrants are converted into equity on October 2, 2022 pursuant to Equity warrants issued on April 15, 2021 for a period of 18 months and the remaining unconverted warrants are time barred as per the preferential issue	31-03-2023 31-03-2024	Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) regulations, 2018	NIL	The company has conducted an Extraordinary General Meeting on April 30, 2025 and the shareholders have approved the cancellation of these shares. Company exploring the available legal options to close this appropriately	NONE
2	6.67 crore Preference shares cancelled vide Board Resolution dated 31st January 2026 due to non-compliance from the allottees with respect to the subscription amounts (4 crore shares issued to two FIIs in September 2021 and bonus shares credited in March 2022 in the ration of 2:3)	NA			Company is in the process of exploring the available legal options to close this appropriately through Exchanges, Regulator and NCLT	NONE

For PUTCHA SARADA
Practicing Company Secretaries
Membership No. A 21717
C. P. No. 8735
UDIN: A021717H000556955

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 March 31, 2026
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)	692,802.55 lakhs
3	Total Profit after taxes (INR)	96,232.66 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 3 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 framework 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.

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 2025-26, 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 anticompetitive 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, 2026 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 Section 135(5)	Rs. 0.00 lacs
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 2025-26	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 shareholder's 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, 2026, with their attendance at the Board Meetings held during the year 2025-26 and at the last Annual General Meeting are as detailed below:

ame of the Director	Category of Directorship	Number of Board meetings attended during the year 2025-26	Attendance at the last AGM held on December 28, 2025	Number of directorships in other public companies #		Number of committee Positions held in this & Other public companies @	
				Director	Chairman	Member	Chairman
Mr. M Suresh Kumar Reddy DIN: 00140515	Chairman, Managing Director & CEO	10	Yes	NIL	NIL	NIL	NIL
Mr. Raghunath Allamsetty DIN: 00060018	Additional (Executive) Director	11	Yes	NIL	NIL	5	NIL
Mr. P. Leo Ganesan DIN: 08983194	Independent & Non-Executive	11	Yes	NIL	NIL	5	3
Mr. Paladugu Venkata Subbarao DIN: 10844145	Independent & Non-Executive	11	Yes	NIL	NIL	5	3
Ms. Deepika Daliya DIN: 10844736	Independent & Non-Executive	11	Yes	NIL	NIL	3	NIL
Mr. Ali Akber Bakir Bhoy Mamuwala DIN: 07428015	Independent & Non-Executive	11	Yes	NIL	NIL	NIL	NIL
Mr. Shrikant Gehlot DIN: 10909404	Independent & Non-Executive	11	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 30, 2025		2	July 16, 2025
3	August 14, 2025		4	September 1, 2025
5	September 25, 2025		6	October 10, 2025
7	November 14, 2025		8	November 24, 2025
9	December 28, 2025		10	January 30, 2026
11	February 14, 2026			

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. M Suresh Kumar Reddy	Master of Science from Iowa State University and B.Tech., from IIT, Kharagpur	Software Industry and Business Intelligence Development
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 2025-26, all the Independent Directors of the Company met separately on February 14, 2026 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 five 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 two 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.

Five meetings of the Audit Committee were held during the year viz. on May 30, 2025, August 14, 2025, September 1, 2025, November 14, 2025 and February 14, 2026 respectively.

The composition of the Audit Committee and details of their attendance at the meetings as at March 31, 2026 are as follows:

Name	Position	Category	No. of Meetings Attended
Mr. Paladugu Venkata Subbarao	Chairman	Independent & Non-Executive Director	5 of 5
Mr. Raghunath Allamsetty	Member	Executive Director	5 of 5
Mr. P. Leo Ganesan	Member	Independent & Non-Executive Director	5 of 5

II. Nomination and Remuneration Committee:

The terms of reference 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, three meetings of the Committee were held i.e., July 16, 2025, November 14, 2025 and January 30, 2026.

The composition of the Committee and the attendance details of the members as at March 31, 2026 are given below:

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

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 2025-26.

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, 2026, 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 31.03.2026 (Rs.)	No. of Shares held as on 31.03.2026
Mr. M Suresh Kumar Reddy	NIL	NIL	1,73,02,723
Mr. Raghunath Allamsetty	42,91,040	NIL	NIL
Mr. P. Leo Ganesan	NIL	2,10,000	NIL
Mr. Paladugu Venkata Subba Rao	NIL	2,70,000	NIL
Ms. Deepika Daliya	NIL	2,30,000	NIL
Mr. Ali Akber Bakir Bhoy Mamuwala	NIL	1,20,000	NIL
Mr. Shrikant Gehlot	NIL	1,20,000	NIL

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 Paladugu Venkata Subba Rao is an Independent & Non-Executive Director.

Five meetings of the Stakeholders Relationship Committee were held during the year on May 30, 2025, August 14, 2025, September 1, 2025, November 14, 2025 and February 14, 2026.

The composition of the Committee and the attendance details of the members as at March 31, 2026 are given below:

Name	Position	Category	No. of Meetings Attended
Mr. Paladugu Venkata Subba Rao	Chairperson	Independent & Non-Executive Director	5 of 5
Mr. Raghunath Allamsetty	Member	Executive Director	5 of 5
Ms. Deepika Daliya	Member	Independent & Non-Executive Director	5 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 and Exchange Board of India (SEBI) has initiated a platform for redressing the investors' 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, 2026 is as below:

Name	Position	Category
Mr. P. Leo Ganesan	Chairman	Independent & Non-Executive Director
Mr. Raghunath Allamsetty	Member	Executive Director
Ms. Deepika Daliya	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 2 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
2024-25	December 28, 2025 at 11:30 am	Video Conferencing (VC) facility/ Other Audio-Visual Means ("OAVM")	NIL
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

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:

Extra-ordinary General Meeting was held on April 30, 2025 at 11:30 am through Video Conferencing (VC) facility/ Other Audio-Visual Means ("OAVM").

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 Ms. P Sarada, Practicing Company Secretary (8735) 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):	27th Annual General Meeting of the Company is scheduled to be held on Saturday, October 3, 2026 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:	Tuesday, September 29, 2026 to Saturday, October 3, 2026 (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-25	0	0	0	0
May-25	0	0	0	0
Jun-25	0	0	0	0
Jul-25	21.65	11.61	22.00	11.71
Aug-25	17.70	13.70	17.70	13.71
Sep-25	16.64	13.81	16.72	13.80
Oct-25	15.12	12.92	15.11	12.96
Nov-25	14.87	12.48	14.84	12.50
Dec-25	12.83	10.15	12.84	10.15
Jan-26	10.95	7.71	10.80	8.61
Feb-26	15.12	9.28	15.10	9.25
Mar-26	10.17	8.00	10.18	7.97

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, 2026

Nominal Value of Shareholding (in Rs.)	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto 5000	5,33,301	93.95	34,49,16,652	17.09
5001 – 10000	16,582	2.92	13,35,25,779	6.62
10001 – 20000	9,060	1.6	13,76,89,162	6.82
20001 – 30000	3,062	0.54	7,97,76,998	3.95
30001 - 40000	1,524	0.27	5,38,85,238	2.67
40001 - 50000	976	0.17	4,50,91,248	2.23
50001 - 100000	1,764	0.31	12,49,57,113	6.19
100000 & Above	1,335	0.24	1,09,86,79,683	54.43
TOTAL	**5,67,604**	**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	2,59,31,899	1.28
5	Bodies Corporate	9,49,88,362	4.71
6	Government Companies	1,000	0.00
7	Non Resident Individuals	14,69,06,814	7.28
8	Trusts	0	0.00
9	Clearing Members	49,800	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	1,37,90,05,191	68.31
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, 2026 a total of 2,01,63,24,623 equity shares which form 99.89% 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 Grand Towers, 1st Floor, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana, India - 500082 Email: ir@brightcomgroup.com; Website: www.brightcomgroup.com	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

Disclosures

(i) During the financial year ended March 31, 2026, 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, 2026, 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, 2026.

By order of the Board
For Brightcom Group Limited

Date: 07-09-2026
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, 2026, 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: 07-09-2026
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, P Sarada, 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, 2026, 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. My 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, 2026.

3. I 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 my 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.

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. My 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.

Putcha Sarada
Membership No: FCS 9190
COP No: 8735
PR : 7155/2025 dated 22nd August 2025
UDIN: A021717H001450001

Date: 11-09-2026
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 my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2026** 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 M Suresh Kumar Reddy	00140515	26/06/2012
2.	Mr Raghunath Allamsetty	00060018	28/06/2024
3.	Mr P. Leo Ganesan	08983194	24/08/2024
4.	Mr Paladugu Venkata Subba Rao	10844145	30/11/2024
5.	Ms Deepika Daliya	10844736	30/11/2024
6.	Mr. Ali Akber Bakir Bhoy Mamuwala	07428015	10/01/2025
7.	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. My responsibility is to express an opinion on these based on my 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.

Putcha Sarada
Membership No: FCS 9190
COP No: 8735
PR : 7155/2025 dated 22nd August 2025 UDIN: A021717H001451904

Date: 11-09-2026
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, 2026, 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, 2026, 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.

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

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 31.03.2025 are subject to variation Pursuant to SEBI's observations/directions, Which may have a consequential effect on the closing balances thereof as at 31.03.2026.

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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 not 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, 2026.

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 sub-clause (iv) and (v) above contain any material misstatement.

(d)Total dividend of Rs. 3,391.39 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: 26230754TIIUKT1835

Place: Hyderabad
Date: 31-08-2026

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.39,404.90 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	765.69
Income Tax Department	TDS Payable	409.13

(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 2026.

(Amount Rs. in Lakhs)

NAME OF THE STATUTE	YEAR PERTAING TO	FORUM WHERE IT IS PENDING	AMOUNT INVOLVED
Service Tax	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	2,081.31
Income Tax	Liability for the A.Y.2014-2015 to A.Y. 2020-22.	CIT(Appeals)/ ITAT	5,798.71

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, 2026 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,2026.

(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,2026.

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 2025-26.

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: 26230754TIIUKT1835

Place: Hyderabad
Date: 31-08-2026

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, 2026 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

We have seen considerable progress in the Company's internal financial control environment compared with the previous year. However, certain areas continue to require further strengthening and consistent implementation. Accordingly, while there has been meaningful progress, the internal financial controls over financial reporting are not yet adequate and effective in all respects as at March 31, 2026, and hence this qualification.

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

CA P Ravi Chandra
Partner, Membership No. 230754
UDIN: 26230754TIIUKT1835

Place: Hyderabad
Date: 31-08-2026

Brightcom Group Limited

Balance Sheet as at 31st March 2026

(Amount INR in Lakhs)

Particulars	Note	As at 31st Mar 2026	As at 31st March'2025
		Rupees	Rupees
ASSETS			
Non-current assets			
Property, plant and equipment	3	41.83	47.81
Investment property	4	21.95	21.95
Other intangible assets	3	-	-
Financial assets			
- Investments	5	67,776.49	67,775.49
- Loans	6	26.36	20.66
- Others financial assets	7	164.45	164.45
Deferred tax assets (net)	8	-	-
Non- Current tax assets (net)	9	60.34	57.34
Other non-current assets	-	-	-
Total Non-current assets		**68,091.42**	**68,087.70**
Current assets			
Financial assets			
- Trade receivables	10	22,243.08	21,329.23
- Cash and cash equivalents	11	26.08	24.77
- Other bank balances	12	52.85	52.85
- Loans	13	86,317.58	85,675.42
- Other Financial Assets	14	74.49	78.26
Other current assets	15	6,307.70	6,151.99
Total Current assets		**1,15,021.78**	**1,13,312.52**
Total assets		**1,83,113.20**	**1,81,400.22**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	16	40,370.44	40,370.44
Other equity	17	1,17,641.62	1,17,294.98
		-	
Total Equity		**1,58,012.06**	**1,57,665.42**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	18	12,476.24	11,280.69
Provisions	19	507.33	431.59
Deferred tax liability (net)	8	55.06	37.39
Total Non-current liabilities		**13,038.63**	**11,749.67**
Current liabilities			
Financial liabilities			
- Trade payables	20		
(A) Total outstanding dues of Micro enterprises and Small Enterprises		0.05	0.68
(B) Total outstanding dues of creditors other than micro and small enterprises.		4,478.47	4,214.43
(iii) Other financial liabilities (other than those specified in item (c) below)			
- Others financial liabilities	21	161.08	133.37
Other current liabilities	22	5,239.04	5,464.03
Provisions	23	2,183.88	2,172.63
Total Current liabilities		**12,062.51**	**11,985.14**
Total equity and liabilities		**1,83,113.20**	**1,81,400.22**
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:26230754TIIUKT1835

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Ravindra Kondamuri
Chief Financial Officer

Place : Hyderabad
Date :31-08-2026

Brightcom Group Limited

Statement of Profit and Loss for the year ended 31st March 2026

(Amount INR in Lakhs)

Particulars	Note	For the year ended 31st March 2026 Rupees	For the year ended 31st Mar'2025 Rupees
REVENUE			
I. Revenue from operations	24	43,242.97	41,867.63
II. Other income	25	0.10	0.20
III. Total revenue (I+II)		**43,243.07**	**41,867.83**
IV. EXPENSES			
Cost of Revenue	26	34,201.13	33,002.91
Employee Benefit expenses	27	4,401.85	4,340.91
Other Operating Expenses	28	4,599.23	4,464.47
Financial costs	29	0.06	0.19
Depreciation and amortization expense	3	6.12	7.63
Total expenses (IV)		**43,208.39**	**41,816.11**
V. Profit/(loss) before tax (III-IV)		**34.68**	**51.72**
VI. Tax expense			
Current tax		10.82	16.14
Deferred tax		17.68	30.14
VII. Profit/(loss) for the period (V-VI)		**6.19**	**5.44**
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plan(net of tax)		9.77	1.73
Exchange difference in translation of foreign operatins		330.69	65.38
IX. Total comprehensive income for the period (VII+VIII)		**346.65**	**72.55**
Earnings per share			
a) Basic (in Rs.)		0.0003	0.0003
b) Diluted (in Rs.)		0.0003	0.0003

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:26230754TIIUKT1835

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Ravindra Kondamuri
Chief Financial Officer

Place : Hyderabad
Date : 31-08-2026

Brightcom Group Limited

Cash flow statement for the year ended 31st March 2026

(Amount INR in Lakhs)

	Partirulars	Year ended 31st March 2026 Rupees	Year ended 31st March'2025 Rupees
A.	**Cash Flow from Operating Activities**		
	Profit Before Tax	34.68	51.72
	Adjustment for :		-
	Add:Depreciation and amortisation expense	6.12	7.63
	Interest Expense/(Income)	-	-
	Allowance for doubtful trade receivables	(22.67)	(64.49)
	Bad Debts written off	-	-
	Dividend from subsidaries		
	Operating Profit before Working Capital Changes	**18.13**	**(5.14)**
	Adjustment for Working Capital Changes:		
	Increase/(Decrease) in Shor term Borrowings	-	-
	Increase/(Decrease) in Trade Payables	263.41	(2,158.58)
	Increase/(Decrease) in other Current Liabilities	(224.99)	304.50
	Increase/(Decrease) in Others financial liabilities	27.71	29.12
	Increase/(Decrease) in Short-Term Provisions	1.43	42.38
	Decrease/(Increase) in Trade Receivables	(891.19)	1,620.70
	Decrease/(Increase) in Short-Term Loans and Advances	(642.16)	43.81
	(Increase)/Decrease in Other Financial Assets	3.77	(11.03)
	(Increase)/Decrease in other Current Assets	(155.71)	(208.91)
	Cash Flow from Operating Activities	**(1,599.59)**	**(343.15)**
	Taxes paid	1.00	-
	Net Cash Flow from Operating Activities(A)	**(1,600.60)**	**(343.15)**
B	**Cash Flow from Investing Activities**		
	Sale of Fixed assets		
	Purchase/(Increase) of Fixed Assets	(0.15)	-
	Investment in Subsidiary /Joint Venture		
	(Increase)/Decrease in Non-Current Investments	(1.00)	-
	Net cash flow from investing activities(B)	**(1.15)**	**-**
C.	**Cash Flows from Financing Activities**		
	Interest Paid		
	Dividend Paid	-	-
	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	1,526.24	356.69
	Increase/(Decrease) in long term provision	85.52	(23.82)
	(Increase)/Decrease in Deffered tax Asset(Net)	-	-
	Increase/(Decrease) in Other Long term Liabilities	-	-
	(Increase)/Decrease in Deffered tax Liability(Net)	-	-
	(Increase)/Decrease in Long term loans and advances	(5.70)	-
	(Increase)/Decrease in Non current Other Financial Assets	-	-
	(Increase)/Decrease in Other Non - Current tax Assets(Net)	(3.00)	11.03
	(Increase)/Decrease in Other Non - Current Assets	-	-
	Net cash flow from financing activities C	**1,603.07**	**343.90**
	Cash and cash equivalents at beginning of year	**77.62**	**76.88**
	Net change in cash (A+B+C)	**1.32**	**0.74**
	Cash and cash equivalents at period ended 31st March 2026	**78.93**	**77.62**

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
AS PER OUR REPORT OF EVI
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:26230754TIIUKT1835

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Ravindra Kondamuri
Chief Financial Officer

Place : Hyderabad
Date : 31-08-2026

Statement of Changes in Equity for the period ended 31st Mar'2026

A. Equity Share Capital

(Amount INR in Lakhs)

Balance As at 1st April 2025	Changes in equity share capital during the year		Balance as at 31st March 2026
40,370.44	-		40,370.44

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

B. Other Equity

(Amount INR in Lakhs)

			Reserves and Surplus					Items of Other Comprehensive		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 receive d against share warran ts	Rupees
Balance at the beginning of the reporting period as at 1st April 2025	-	-	41,678.12	72,865.43	398.17	1,706.24	632.73	14.29	-	1,17,294.98
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	1,706.24	632.73	14.29	-	1,17,294.98
Total Comprehensive Income for the year	-	-	-	-	-	6.19	330.69	9.77	-	346.65
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 '2026	**-**	**-**	**41,678.12**	**72,865.43**	**398.17**	**1,712.42**	**963.42**	**24.07**	**-**	**1,17,641.62**

			Reserves and Surplus					Items of Other Comprehensive		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 receive d against share warran ts	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**

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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 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 not possible to predict the outcome of pending matters with accuracy.

Defined Benefit Plans

The present value of the gratuity obligation is determined using actuarial valuation. An 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

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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-cur**

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:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle;
ii. Held primarily for the purpose of trading;
iii. 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.

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

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:

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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.

iv) 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.

v) 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.

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

g) Dividend income is recorded when the right to receive payment is established.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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

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

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

jurisdiction and where the relevant tax 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 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

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Notes forming part of Standalone financial statements for the year ended 31st March 2026

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.

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.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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.

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.

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Notes forming part of Standalone financial statements for the year ended 31st March 2026

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 usable or retired from active use or when no further benefits are expected from their use are removed

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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:

Type of asset	Method	Useful lives
Computer equipment	Straight line	3 years
Office equipments	Straight line	5 years
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**

i. 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.

ii. 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**

i. Defined benefit plans

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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.

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.

Brightcom Group Limited
Notes forming part of Standalone financial statements for the year ended 31st March 2026

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

Notes forming part of Standalone financial statements

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2026

(Amount INR in Lakhs

Sl. No.	Particulars	Gross Block			Depreciation/Amortization						Net Block as on 31st March 2026	Net Block as on 31st March'2025
		As on 1st April, 2025	Additions during the year	Sale / Deletions during the year	As on 31st March 2026	Dep. As on 1st April, 2025	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)
2	Office Equipment	547.90	0.15	-	548.05	527.69	0.41			528.11	19.94	20.21
3	Air conditioners	74.92	-	-	74.92	73.20	0.27			73.47	1.45	1.72
4	Computers	3,619.55	-	-	3,619.55	3,597.77	4.89			3,602.67	16.89	21.78
5	Furniture	1,036.22	-	-	1,036.22	1,032.12	0.55			1,032.66	3.55	4.10
6	Vehicles	10.78	-	-	10.78	10.78	-			10.78	-	0.00
		5,529.77	0.15	-	5,529.92	5,481.96	6.12	-	-	5,487.09	41.83	47.81
	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	0.15	-	5,553.66	5,505.71	6.12	-	-	5,510.83	41.83	47.81

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

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 2026	As at 31st March 2025
		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 2026	As at 31st March 2025
		Rupees	Rupees
I	**Investments - Non- Current**		
	(a) Investment in Equity Instruments at cost		
	(i) Subsidiaries (Unquoted)		
	Frontier Data Management Inc. USA International	12,984.77	12,984.77
	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
	Brightcom Defence Pvt Ltd	1.00	-
	Total Investments Non- Current	**67,776.49**	**67,775.49**

NOTE NO. 6 : LOANS - NON CURRENT

S.No.	Particulars	As at 31st Mar 2026	As at 31st March 2025
		Rupees	Rupees
I	**Loans - Non- Current**		
	Unsecured, Considered Good		
	(a) Security deposits	26.36	20.66
	Total Loans - Non- Current	**26.36**	**20.66**

NOTE NO. 7 : OTHER FINANCIAL ASSETS - NON CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
I	**Other financial assets - Non- Current**		
	Unsecured Considered Good		
	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 2026 Rupees	As at 31st March 2025 Rupees
I	**Deferred tax assets /(liability) (net)**		
	Deferred tax liability	488.43	467.38
		-	-
	Allowances for bad and doubtful debts	7.07	20.12
	Acturail gain or loss of gratutity	3.42	0.93
		-	-
	Deferred tax assets	-	-
	Opening Deferred tax assets	651.17	660.25
	- Fixed Assets	(10.06)	(11.73)
	- Provision for gratuity and compensated absences	2.88	2.65
	Allowances for bad and doubtful debts	-	-
	Acturail gain or loss of gratutity	-	-
	MAT Credit	(200.12)	(200.12)
	Deferred tax assets/(liability) (net)	(55.06)	(37.39)

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 2026 Rupees	As at 31st March 2025 Rupees
	Non- Current tax assets (net)		
I	-TDS Receivables	60.34	57.34
	Total Non- Current tax assets (net)	60.34	57.34

NOTE NO. 10 : TRADE RECEIVABLES

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Trade receivables		
	(i) Unsecured considered good	22,929.16	22,037.97
	Less: Allowances for bad and doubtful debts	686.08	708.75
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	22,243.08	21,329.23

NOTE NO. 11 : CASH AND CASH EQUIVALENTS

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Cash and cash equivalents		
	Balances with banks		
I	(i) Current accounts	26.03	24.74
		-	-
	(ii) Cheques, drafts on hand	-	-
	(iii) Cash on hand	0.05	0.03
	Total Cash and cash equivalents	26.08	24.77

NOTE NO. 12 : OTHER BANK BALANCES - CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 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 2026 Rupees	As at 31st March 2025 Rupees
	Loans -Current		
	Unsecured Considered Good		
I	**(a) Loans to related parties**		
	LIL Projects Private Limited	11,854.90	11,866.20
	Yreach Media Pvt.Ltd	27,550.00	27,829.86
		-	-
	(b) Others	-	-
	- Advances to Employees	1,038.31	1,037.07
	- Other Advances	45,874.37	44,942.28
	Total Loans - Current	**86,317.58**	**85,675.42**

NOTE NO. 14 : OTHER FINANCIAL ASSETS - CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Other financial asset-Current		
	(a) Security deposits		
I	- Rental deposits	42.44	42.44
	- Other deposits	32.05	35.82
	Total Other Financial Assets - Current	**74.49**	**78.26**

NOTE NO. 15 : OTHER CURRENT ASSETS

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Other Current Assets		
I	Others.	6,307.70	6,151.99
	Prepaid expenses		
	Total Other Current Assets	6,307.70	6,151.99

Note No: 16 Equity share capital

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Equity share capital		
	(i) Authorized		
I	(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 of the reporting period:		
	Number of Shares		
	Shares outstanding at the beginning of the year	2,01,85,21,873.00	**2,01,85,21,873.00**
	Add: Issued and allotted during the year		-
	Shares outstanding at the end of the year	2,01,85,21,873.00	2,01,85,21,873.00
	(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%

Brightcom Group Limited

Notes forming part of Standalone Financial Statements

Note No: 17 Other equity

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Other equity		
	(i) Reserves & Surplus		
	(a) Capital reserve		
	Opening balance	**41,678.12**	**41,678.12**
	During the year	-	-
	Closing Balance	**41,678.12**	**41,678.12**
	b).Securities Premium		
	Opening balance	**72,865.43**	**72,865.43**
	Add:During the year	-	
	Closing Balance	**72,865.43**	**72,865.43**
	c).General reserve		
	Opening balance.	**398.17**	**398.17**
	During the year	-	-
	Closing Balance	**398.17**	**398.17**
	d) Retained earnings:		
	Opening balance	**1,720.53**	**1,713.35**
	Add: Profit for the year	**6.18**	**5.45**
	Add: Remeasurement of the defined benefit plan	**9.77**	**1.73**
	Less: Dividend issued		
	Closing Balance	**1,736.49**	**1,720.53**
	e).Foreign currency translation reserve		
	Opening balance	**632.73**	**567.35**
	Add:During the year	**330.69**	**65.38**
	Closing Balance	**963.42**	**632.73**
	Total Reserves and Surplus	**1,17,641.62**	**1,17,294.98**

NOTE NO. 18 : BORROWINGS - NON CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Borrowings - Non-Current		
	(i) From banks-Secured		
	(ii) From other parties-Unsecured		
	Loans from Related parties		
I	Dream Ad, Panama - Loan	1,041.15	941.38
	Frontier Data Management -Loan	1,231.00	1,113.04
	International Expressions	995.45	900.06
	Online Media - Loan	1,492.63	1,349.60
	Ybrant Media Inc - Loan	7,716.01	6,976.61
	Total Long term Borrowings Non-Current	**12,476.24**	**11,280.69**

NOTE NO. 19 : PROVISIONS - NON CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Provisions- Non Current		
	Provision for employee benefits	-	-
I	(a) Gratuity	46.80	47.43
	(b) Leave encashment	16.91	16.91
	Other Provisions	443.61	367.24
	Total provisions Non current	**507.33**	**431.59**

NOTE NO. 20 : TRADE PAYABLES - CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
I	Total outstanding dues of micro enterprises and small enterprises	0.05	0.68
	Total outstanding dues of creditors other than micro enterprises and small enterprises	4,478.47	4,214.43
	Total Trade payables - Current	**4,478.52**	**4,215.11**

NOTE NO. 21 : OTHER FINANCIAL LIABILITIES - CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Other financial liabilities - Current		
	Current maturities of long term debt	-	-
	Interest accrued and due on borrowings	-	-
I	Others	161.08	133.37
	Total Other financial liabilities - Current	**161.08**	**133.37**

NOTE NO. 22 : OTHER CURRENT LIABILITIES

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
I	**Other current liabilities**		
	Unpaid dividend	3,391.39	3,402.28
	Other Current Liabilities	1,847.66	2,061.75
	Total Other current liabilities	**5,239.04**	**5,464.03**

NOTE NO. 23 : PROVISIONS - CURRENT

S.No.	Particulars	As at 31st Mar 2026 Rupees	As at 31st March 2025 Rupees
	Provisions - Current		
	(i) Provision for employee benefits		
I	Employee benefit payable	604.24	668.98
	(ii) Others	-	-
	(a) Provisions for expenses	76.59	53.68
	(b) Other Provisions	1,492.23	1,433.84
	(c)Tax	10.82	16.14
	Total Provisions - Current	**2,183.88**	**2,172.63**

Brightcom Group Limited

NOTE NO. 24 : REVENUE FROM OPERATIONS

(Amount INR in Lakhs)

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
I	Sale of Services Domestic	-	-
	Sale of Services Exports	-	-
	Sale of Software Exports	43,242.97	41,867.63
	Total Revenue from Operations	**43,242.97**	**41,867.63**

NOTE NO. 25 : OTHER INCOME

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
	Net gain/(loss) on foreign currency translation and transaction	0.10	0.20
	Total Other Income	**0.10**	**0.20**

NOTE NO. 26 : COST OF REVENUE

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
I	Software Purchase & Sub Contractors Cost	34,201.13	33,002.91
	Total Cost of Revenue	**34,201.13**	**33,002.91**

NOTE NO. 27 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
I	Salaries,wages and allowances	4,350.45	4,293.12
	Contribution to provident and other fund	8.49	11.70
	Staff Welfare Expenses	-	1.13
	Director Remuniration	42.91	34.97
	Total Employee Benefit Expenses	**4,401.85**	**4,340.91**

NOTE NO. 28 : OTHER OPERATING EXPENSES

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
I	Power & Fuel	2.02	4.93
	Rent	499.62	544.01
	Repairs & Maintenance	104.22	101.01
	Insurance	99.19	103.63
	Rates & Taxes (excluding Income Tax)	19.18	11.85
	Miscellaneous Expenses	21.19	20.52
	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	108.17	113.35
	Business Promotion Expenses	677.39	663.60
	Travelling and Conveyance	13.84	14.67
	Office Maintenance	244.62	213.30
	Printing & Stationery Expenses	12.50	14.22
	Security Charges	14.36	13.90
	Consultancy Charges	362.54	274.28
	Web Development Expenses	666.38	649.99
	Professional Charges	724.82	688.45
	Sales and Marketing Expenses Books	751.40	757.01
	& Subscriptions	23.78	27.21
	Provision for Impairment of Debtors	(22.67)	(64.49)
	Other Expenses	258.71	295.04
	Total Other Operating Expenses	**4,599.23**	**4,464.47**

NOTE NO. 29 : FINANCE COSTS

S.No.	Particulars	For the period 31st March 2026 Rupees	For the period 31st Mar'2025 Rupees
I	Interest on Working capital Loans	-	-
	Interest on Term Loan	-	-
	Interest on Unsecured Loan	-	-
	Loan processing Charges & Bank Charges	0.06	0.19
	Total Finance Costs	**0.06**	**0.19**

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

30. Auditor's Remuneration:

(in lakhs.)

Particulars	Year ended 31st March,	
	2026	**2025**
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 2025-26 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	M Suresh Kumar Reddy	Chairman & Managing Director
2	Raghunath Allamsetty	Executive Director
3	Paladugu Venkata Subba Rao	Independent Director
4	Deepika Daliya	Independent Director
5	P. Leo Ganesan	Independent Director
6	Dr. Chandrika Setu Sharma	Independent Director
7	Ali Akber Bakir Bhoy Mamuwala	Independent Director
8	Yreach Media Private Limited, India	99% Owned Subsidiary
9	LIL Projects Private Limited, India	Wholly Owned Subsidiary
10	Frontier Data Management Inc, USA	Wholly Owned Subsidiary
11	International Expressions Inc, USA	Wholly Owned Subsidiary
12	Online Media Solutions Limited, Israel	Wholly Owned Subsidiary
13	Ybrant Media Acquisition Inc, USA	Wholly Owned Subsidiary
14	Dyomo Corporation, USA	Wholly Owned Subsidiary
15	Max Interactive Pty, Ltd., Australia	Wholly Owned Subsidiary
16	DreamAd, Argentina	Wholly Owned Subsidiary
17	DreamAd, Chile	Wholly Owned Subsidiary
18	Get Media Mexico Sociedad Anonima De Capital Variable, Mexico	Wholly Owned Subsidiary
19	DreamAd, Panama	Wholly Owned Subsidiary
20	DreamAd, Uruguay	Wholly Owned Subsidiary
21	Ybrant Digital Servicos De Publicidade Ltda, Brasil	Wholly Owned Subsidiary
22	Ybrant Digital (Brasil) Ltd., Singapore	Wholly Owned Subsidiary

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

23	LGS Global FZE, UAE	Wholly Owned Subsidiary
24	Ybrant Employees welfare Trust	Directors acting as Trustees
25	LGSL Foundation Trust	Directors acting as Trustees
26	Vuchi Media Pvt ltd	Associate company
27	Brightcom Defence Pvt ltd	Wholly Owned Subsidiary

(b) with related parties at the year-end:

(i) Unsecured loans from Related Parties: **(Amount in lakhs.)**

Particulars	Year ended 31st March	
	2026	2025
DreamAd, Panama	1,041.15	941.38
Frontier Data Management Inc, USA	1,231.00	1,113.04
International Expressions Inc, USA	995.44	900.06
Online Media Solutions Limited, Israel	1,492.63	1,349.60
Ybrant Media Acquisition Inc, USA	7,716.00	6,976.61

(ii) Investment in Subsidiaries and Associates:

Particulars	Year ended 31st March	
	2026	2025
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
Brightcom Defence Pvt ltd	0.99	0.00

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

(iii) Unsecured loans to related parties:

Particulars	year ended 31st March	
	2026	2025
Ybrant Employees welfare Trust	107.50	107.50
LGSL Foundation Trust	56.95	56.95
LIL Projects Pvt ltd	11,854.90	11,866.20
Yreach Media Pvt ltd	27,549.99	27,829.86

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,	
	2026	2025
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,	
	2026	2025
Sales & Services	NIL	NIL
Realization from Trade Receivables out of Opening Balance	NIL	NIL
Investment in Equity	-	-
Total	**-**	**-**

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-26	31-Mar-25
Present Value of Obligation as at beginning	47.43	41.60

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

Current Service Cost	6.05	5.59
Interest Expense or Cost	3.13	2.95
Re-measurement (or Actuarial) (gain) / loss arising from: others		
- change in demographic assumptions		
- change in financial assumptions	-9.81	-2.70
- experience variance (Actual v assumptions)		
Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	-0.00	-0.00
Acquisition Adjustment		
Effect of business combinations or disposals		
Present Value of Obligation as at the end	46.80	47.43

b) Bifurcation of Net Liability

Particulars	As on	
	31-Mar-26	**31-Mar-25**
Current Liability (Short term)	22.68	23.26
Non-Current Liability (Long term)	24.12	24.17
Total Liability	**46.80**	**47.43**

c) Changes in the Fair Value of Plan Assets

Particulars	For the period ending	
	31-Mar-26	**31-Mar-25**
Fair Value of Plan Assets as at the beginning	0.57	0.57
OB difference		
Actuarial gain/(loss)	0.04	0.04
Employer's Contribution		
Expenses		
Employee's Contribution		
Benefits Paid	-0.00	-0.00
Return on plan assets , excluding amount recognized in net interest expense	-0.04	-0.04
Acquisition Adjustment	0.00	0.00
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-26	**31-Mar-24**
Effect of Asset Ceiling at the beginning	-	-

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

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-26	**31-Mar-25**
Current Service Cost	6.04	5.59
Past Service Cost		
Loss / (Gain) on settlement		
Expected return on Asset	-0.04	-0.04
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	3.13	2.95
Actuarial Gain/Loss		
Expenses Recognized in the Income Statement	**9.13**	**8.50**

f) Other Comprehensive Income

Particulars	For the period ending	
	31-Mar-26	**31-Mar-25**
Actuarial (gains) / losses		
- change in demographic assumptions		
- change in financial assumptions	(9.81)	(2.70)
- experience variance (i.e. Actual experience vs assumptions)		
- others obd difference		
Return on plan assets, excluding amount recognized in net interest expense	-0.04	-0.04
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	**(9.77)**	**(2.66)**

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

g) Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-26	31-Mar-25
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-26	31-Mar-25
Discount rate (per annum)	**7.57%**	**6.61%**
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,	
	2026	2025
Profits Attributable to Equity Share Holders	6.19	5.44
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	0.0003
Earnings per Share – Diluted	0.0003	0.0003

The EPS of Rs. 0.0003 on a PAT of Rs. 6.19 lakhs for the year ended 31 March 2026 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. 0.0003 on a PAT of Rs. 5.44 lakhs for the year ended 31 March 2025 for an Equity Capital i.e. Rs.40370.44 lakhs consisting of 2,018,521,873.

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:

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

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 31-03-2026.

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 2026

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	-	18,097.03	4,832.12	-	-	-	22,929.16
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Less: Expected credit loss	-	-	-	-	-	-	-686.08
Total		**18,097.03**	**4,832.12**	**-**	**-**	**-**	**22,243.08**

b).Ageing as at 31 March 2025

Particulars	Not due	Outstanding for following periods from due date of payment	Total

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

	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**

45. Trade payables ageing schedule

a).Ageing as at 31 March 2026

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	0.05	-	-	-	-	0.05
Others	4478.47	-	-	-	-	4478.47
Total	**4,478.52**	**-**	**-**	**-**	**-**	**4,478.52**

b).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	4214.43	-	-	-	-	4214.43
Total	**4,215.11**	**-**	**-**	**-**	**-**	**4,215.11**

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 receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

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 are operating. The Company creates provision for the amount if the credit risk of counterparty increases significantly due to its poor financial position and failure to make payment within 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 group 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, 2026

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

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	2,081.31
Disputed Income Tax Liability for the A.Y.2014-2015 to A.Y. 2020-22.	CIT(Appeals)/ ITAT	5,798.71
Corporate Guarantee for Acquiring Lycos Inc (USD 4 Mn) *	Daum Global Holdings Corp, Republic of Korea	3,786.00

** Assumption: 1 USD = Rs.94.65 (Closing rate as on 31st March 2026)*

48. Dividend Payable is pending for various financial years amounting to Rs.3,391.39/-lakhs.

49. Additional Regulatory Information:

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

Ratios

Ratio	Numerator	Denominator	Current year	Previous year	Change in ratio
Current ratio (in times)	Total current assets	Total current liabilities	9.535	9.454	0.86%
Debt-Equity ratio (in times)	Debt consists of borrowings and long term liabilities	Total equity	0.0825	0.0745	10.73%
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	206.82	71.04	191.14%
Return on equity ratio (in %)	Profit for the year	total equity	0.004%	0.003%	13.33%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	1.98	1.89	5.02%
Trade payables turnover ratio (in times)	Cost of equipment and software licences	Average trade payables	7.87	6.23	26.29%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.42	0.41	1.65%
Net profit ratio (in %)	Profit for the year	Revenue from operations	0.014%	0.013%	9.97%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Long term liabilities	0.020%	0.031%	-33.71%
Return on investment (in %)	Total Other comprehensive income	total assets	0.189%	0.040%	373.30%

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.

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.

Brightcom Group Limited

Notes forming part of Standalone financial statements for the year ended 31st March 2026

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: 26230754TIIUKT1835

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

PLACE: HYDERABAD
DATE: 31-08-2026

Ravindra Kondamuri
Chief Financial Officer

CONSOLIDATED 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, 2026, 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, 2026, 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 financial information of the foreign subsidiaries, which has been audited by their Certified Public Accountants in their respective regions and collectively accounts for more than 86% of the Group's total revenue for the year considered for consolidation which is provided by management and no separate audit procedures were adopted in this regard. The Management of the Holding Company has converted such financial information into the reporting currency and consolidated the same in accordance with the applicable standards of Ind AS. Our opinion on the Consolidated Financial Statements, insofar as it relates to the amounts and disclosures pertaining to these subsidiaries, is based on the audit reports of their Certified Public Accountants.

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.

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.

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

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, 2025 are subject to variation pursuant to SEBI's observations/directions, which may have a consequential effect on the closing balances as at 31st March, 2026

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 informationand, 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 issufficient 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, 2026 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, 2026 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 longterm contracts including derivative contracts for which there were any material foreseeable losses as at 31st March, 2026.

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. 3391.39/- 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: 26230754WXFDGC5734

Place: Hyderabad
Date: 31-08-2026

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, 2026, 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 bythe 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

We have seen considerable progress in the Company's internal financial control environment compared with the previous year. However, certain areas continue to require further strengthening and consistent implementation. Accordingly, while there has been meaningful progress, the internal financial controls over financial reporting are not yet adequate and effective in all respects as at March 31, 2026, and hence this qualification.

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

CA P Ravichandra
Partner, Membership No: 230754
UDIN: 26230754WXFDGC5734

Place: Hyderabad
Date: 31-08-2026

Brightcom Group Limited

Consolidated Balance Sheet as at 31st March 2026

. (Amount INR in Lakhs)

Particulars	Note	As at 31st March 2026 Rupees	As at 31st March 2025 Rupees
ASSETS			
Non-current assets			
Property, plant and equipment	3	1,895.87	2,262.16
Capital work in Progress	3	28,493.88	18,178.49
Investment property	4	21.95	21.95
Other intangible assets	3	1,13,569.78	95,109.50
Intangible assets under development	3	29,116.20	19,713.45
Financial assets			
- Investments	5	62,683.51	58,294.96
- Loans	6	12,564.25	11,357.08
- Others financial assets	7	2,066.24	1,884.00
Deferred tax assets (net)	8	3,179.46	1,856.87
Non- Current tax assets (net)	9	60.34	57.34
Other non-current assets	10	3,859.57	3,489.72
Total Non-current assets		**2,57,511.05**	**2,12,225.52**
Current assets			
Financial assets			
- Trade receivables	11	5,18,572.89	3,92,640.27
- Cash and cash equivalents	12	1,41,497.70	1,15,286.86
- Other bank balances	13	52.85	52.85
- Loans	14	2,28,589.87	2,15,215.80
- Other Financial Assets	15	74.49	78.26
Other current assets	16	52,649.07	44,514.37
Total Current assets		**9,41,436.87**	**7,67,788.41**
Total assets		**11,98,947.92**	**9,80,013.93**
EQUITY AND LIABILITIES			
Equity Share capital	17	40,370.44	40,370.44
Other equity	18	10,16,729.49	8,28,554.86
Total Equity		**10,57,099.93**	**8,68,925.30**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings		-	-
Provisions	19	1,199.42	1,057.65
Deferred tax liabiliates (net)	20	354.97	308.56
Total Non-current liabilities		**1,554.39**	**1,366.21**
Current liabilities			
Financial liabilities			
- Borrowings	-	-	-
- Trade payables	21		
(A) Total outstanding dues of Micro enterprises and Small Enterprises		0.05	0.68
(B) Total outstanding dues of creditors other than micro and small enterprises.		54,357.58	35,891.04
(iii) Other financial liabilities (other than those specified in item (c) below)			
- Others financial liabilities	22	161.08	133.37
Other current liabilities	23	56,009.94	46,016.62
Provisions	24	29,764.96	27,680.69
Total Current liabilities		**1,40,293.61**	**1,09,722.42**
Total equity and liabilities		**11,98,947.92**	**9,80,013.93**

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:26230754WXFDGC5734

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Place : Hyderabad
Date : 31-08-2026

Ravindra Kondamuri
Chief Financial Officer

Brightcom Group Limited

Statement of Consolidated Profit and Loss for the year ended 31st March 2026

(Amount INR in Lakhs)

Particulars	Note	Year Ending 31-03-2026	Year Ending 31-03-2025
INCOME			
I. Revenue from operations	25	6,92,805.84	5,14,667.23
II. Other income	26	(3.29)	(1.54)
III. Total Income (I+II)		**6,92,802.55**	**5,14,665.69**
IV. EXPENSES			
Cost of Revenue	27	4,28,584.80	3,16,989.04
Employee Benefit expenses	28	33,879.25	26,185.14
Other Operating Expenses	29	55,117.73	39,332.45
Financial costs	30	1.66	2.03
Depreciation and amortization expense	3	32,007.94	30,687.52
Total expenses (IV)		**5,49,591.38**	**4,13,196.18**
V. Profit/(loss) before tax (III-IV)		**1,43,211.17**	**1,01,469.51**
VI. Tax expense			
Current tax		48,087.79	31,087.07
Deferred tax		(1,109.28)	(621.36)
VII. Profit/(loss) for the period (V-VI)		**96,232.66**	**71,003.81**
VIII. Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement of the defined benefit plan (net of tax)		521.08	375.63
Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		91,420.88	19,088.13
		-	-
IX. Total comprehensive income for the period (VII+VIII)		**1,88,174.62**	**90,467.57**
Earnings per share			
(1) Basic (in Rs.)		4.77	3.52
(2) Diluted (in Rs.)		4.77	3.52

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:26230754WXFDGC5734

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Place : Hyderabad
Date : 31-08-2026

Ravindra Kondamuri
Chief Financial Officer

Brightcom Group Limited
Consolidated Cash flow Statement for the year ended 31st March 2026

(Amount INR in Lakhs)

	Partirulars	Year ended 31st March 2026	Year ended 31st March 2025
A.	**Cash Flow from Operating Activities**		
	Profit Before Tax	1,43,211.17	1,01,469.51
	Adjustment for :		
	Add:Depreciation and amortisation expense	32,007.94	30,687.52
	Allowance for doubtful trade receivables	3,244.33	1,701.17
	Operating Profit before Working Capital Changes	**1,78,463.44**	**1,33,858.20**
	Adjustment for Working Capital Changes:		
	Increase/(Decrease) in Shor term Borrowings	-	-
	Increase/(Decrease) in Trade Payables	18,465.91	5,298.46
	Increase/(Decrease) in other Current Liabilities	9,993.32	4,144.95
	Increase/(Decrease) in Others financial liabilities	27.71	29.12
	Increase/(Decrease) in Short-Term Provisions	2,117.66	(60.58)
	Decrease/(Increase) in Trade Receivables	(1,29,176.95)	(28,358.53)
	Decrease/(Increase) in Short-Term Loans and Advances	(13,374.07)	(61,436.06)
	(Increase)/Decrease in Other Financial Assets	3.77	(11.03)
	(Increase)/Decrease in other Current Assets	(8,134.70)	(8,584.98)
	Cash Flow from Operating Activities	**58,386.09**	**44,879.55**
	Less: Taxes paid	48,121.18	27,422.86
	Net Cash Flow from Operating Activities (A)	**10,264.91**	**17,456.69**
B	**Cash Flow from Investing Activities**		
	Purchase/(Increase) of Fixed Assets	(0.15)	-
	(Increase)/Decrease in Non-Current Investments	-	-
	(Increase)/Decrease in Intangibles under development	(29,116.20)	(19,713.45)
	(Increase)/Decrease in Capital Work in Progress	(28,493.88)	(18,178.49)
	Net cash Flow from investing activities (B)	**(57,610.23)**	**(37,891.94)**
C.	**Cash Flows from Financing Activities**		
	Dividend Paid		-
	Increase /(Decrease) in Foreign Currency Fluctuation Reserve	74,822.48	15,014.98
	Increase /(Decrease) in Share capital	-	-
	Increase/(Decrease) in Share premium	-	-
	Increase/(Decrease) in long term provision	662.85	363.01
	(Increase)/Decrease in Deffered tax Asset(Net)	(213.31)	(61.00)
	Increase/(Decrease) in Deffered tax Liabilities(Net)	46.41	39.53
	(Increase)/Decrease in Long term loans and advances	(1,207.17)	(292.74)
	(Increase)/Decrease in advances	-	-
	(Increase)/Decrease in other financila assets	(182.23)	(44.41)
	(Increase)/Decrease in Non- Current tax assets (net)	(3.00)	11.03
	(Increase)/Decrease in Other Non - Current Assets	(369.85)	(90.12)
			-
	Net cash Flow from financing activities (C)	**73,556.18**	**14,940.28**
			-
	Cash and cash equivalents at beginning of year	**1,15,339.71**	**1,20,834.67**
	Net change in cash (A+B+C)	**26,210.86**	**(5,494.96)**
	Cash and cash equivalents at year ended 31st Mar 2026	**1,41,550.57**	**1,15,339.71**

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:26230754WXFDGC5734

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

Place : Hyderabad
Date : 31-08-2026

Ravindra Kondamuri
Chief Financial Officer

Statement of Changes in Equity for the period ended 31st March 2026

A. Equity Share Capital

(Amount INR in Lakhs)

Balance As at 1st April 2025	**Changes in equity share capital during the year**	**Balance as at 31st March 2026**
40,370.44	-	40,370.44

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

B. Other Equity

			Reserves and Surplus				**Items of Other Comprehensive Income**			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 2025			**41,678.12**	**72,865.43**	**398.17**	**6,28,874.40**	**84,345.65**	**393.09**	**-**	**8,28,554.86**
Changes in accounting policy or prior period errors										
Restated balance at the beginning of the reporting period										
Add: during the year						96,232.66	91,420.88	521.08		**1,88,174.62**
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 '2026			**41,678.12**	**72,865.43**	**398.17**	**7,25,107.06**	**1,75,766.53**	**914.17**		**10,16,729.48**

			Reserves and Surplus				**Items of Other Comprehensive Income**			Total
	Share application money	Equity component of compound financial	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 period										
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**

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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) ***Company information***

The consolidated financial statements of the Company includes subsidiaries listed in the table below:

Name of Investee	Principal activities	Country of incorporation	Percentage of ownership/ voting rights	
			31/Mar/25	31/Mar/24
Ybrant Media Acquisition Inc	*Digital Marketing*	*USA*	*100*	*100*
Online Media Solutions Limited	*Digital Marketing*	*Israel*	*100*	*100*
International Expressions Inc	*Digital Marketing*	*USA*	*100*	*100*
Dream AD SA Panama	*Digital Marketing*	*Panama*	*100*	*100*
Ybrant Digital Servicos De Publicidade Ltd	*Digital Marketing*	*Brazil*	*100*	*100*
LGS Global FZE	*Digital Marketing*	*UAE*	*100*	*100*
Ybrant Digital (Brasil) Limited	*Digital Marketing*	*Singapore*	*100*	*100*
Frontier Data Management Inc	*Digital Marketing*	*USA*	*100*	*100*
Dream AD SA Argentina	*Digital Marketing*	*Argentina*	*100*	*100*

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

Dyomo Corporation	*Digital Marketing*	*USA*	*100*	*100*
Get Media Mexico Socidadanonima De Capital Variable, Mexico	*Digital Marketing*	*Mexico*	*100*	*100*
Dream AD SA Chile	*Digital Marketing*	*Chile*	*100*	*100*
Dream AD SA Uruguay	*Digital Marketing*	*Uruguay*	*100*	*100*
Max Interactive Pty Ltd	*Digital Marketing*	*Australia*	*100*	*100*
LIL Projects Private Limited	*Digital Marketing/ Software Development*	*India*	*99.98*	*99.98*
YReach Media Private Limited	*Digital Marketing/ Software Development*	*India*	*99.98*	*99.98*
Brightcom Defense Pvt ltd	*Defense Products*	*India*	*99.98*	*99.98*

c) Basis of preparation

These Consolidated 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 ofthe 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.

d) Basis of consolidation

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity.

Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

e) Business Combinations

The Company accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in profit and loss as incurred. The acquire's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.
Business combinations arising from transfers of interests in entities that are under the common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

f) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures of contingent liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses 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 source of estimation of uncertainty at the date of 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 goodwill, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities.

Impairment of Goodwill

The Group estimate the value in use of the cash generating unit (CGU) based on the future cash flows after considering current economic conditions and trends, estimated future operating results and growth rate and anticipated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rate used for the

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

CGU's represent the weighted- average cost of capital based on the historical market returns of comparable companies.

Impairment of investments

The Group 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 Group 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 Group 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 Group/by the Group as it is not possible to predict the outcome of pending matters with accuracy.

Defined Benefit Plans

The present value of the gratuity obligation is determined using actuarial valuation. An 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.

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

g) Current Vs Non-current classifications

The Group 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:
i. Expected to be realised or intended to be sold or consumed in normal operating cycle;
ii. Held primarily for the purpose of trading;
iii. 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.

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

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.

h) 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.

i) Revenue recognition

1) Digital Marketing Services:

i) The Contracts between the Groupand 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

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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.

iv) 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.

v) 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.

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

j) Dividend income is recorded when the right to receive payment is established.
Interest income is recorded using the effective interest method.

k) Leases

The Group as a lessee The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease at the 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 Group assesses whether : (i) the contract involves the use of an identified asset; (ii) the Group has

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

substantially all of the economic benefits from use of the asset through the period of the lease, and (iii) the Group has the right to direct the use of the asset. At the date of commencement of the lease, the Group 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 Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.
Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include 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 the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

l) Cost recognition

Costs and expenses are recognized as and when incurred and have been classified according to their nature.
The costs of the Group 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.

m) Foreign currency transactions

i. **Functional and Presentation Currency:**

The functional currency of the Company and its Indian subsidiaries is the Indian NationalRupeewhereas the functional currency of foreign subsidiariesis the currency of their countries of domicile.

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Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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.

The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively.

V.Group companies
On consolidation, the assets and liabilities of foreign operations are translated into Indian rupees at the rate of exchange prevailing at the reporting date and their Statements of Profit and Loss are translated at exchange rates prevailing at the dates of the transactions. For practical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognized in the Statement of Profit and Loss.

n) 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.

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

Current income taxes

The current income tax expense includes income taxes payable by the Group, its overseas branches and its subsidiaries in India and overseas. The current tax payable by the Company and its subsidiaries 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.

The current income tax expense for overseas subsidiaries has been computed based on the tax laws applicable to each subsidiary in the respective jurisdiction in which it operates.

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 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.

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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.

o) 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 recognised 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 recognised on the trade date, i.e., the date that the Group 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 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

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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 Group 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement.

iv. Impairment of financial assets:

In accordance with Ind AS 109, the Group 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 Group in accordance with the contract and all the cash flows that the group 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.

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Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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 Entity after deducting all of its liabilities. Equity instruments recognised by the Group 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.

p) Cash and cash equivalents

The Group 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.

q) 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 Group 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 recognised in accordance with the principles of Ind AS 18.

r) Fair Value Measurement:

The Group 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 Group.

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 Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising 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:

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Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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.

s) Investment in subsidiaries

Investment in subsidiaries are measured at cost less impairment.

t) 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 Group 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 usable or retired from active use or when no 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:

Type of asset	Method	Useful lives
Computer equipment	Straight line	3 years
Office equipments	Straight line	5 years
Furniture and fixtures	Straight line	10 years
Electrical installations	Straight line	10 years
Vehicles	Straight line	8 years

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Notes forming part of Consolidated financial statements for the year ended 31st March 2026

u) Intangible assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirers interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

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.

v) Impairment of Non-financial assets

i. 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.

ii. 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.

w) Employee benefits

i. 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

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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.

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.

x) Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Holding 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.

y) 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.

z) 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.

Brightcom Group Limited
Notes forming part of Consolidated financial statements for the year ended 31st March 2026

aa) 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 Group 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.

bb) 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.

cc) Prior period items:

In case prior period adjustments are material in nature the Group 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

(Amount INR in Lakhs)

Notes forming part of consolidated financial statements

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2026

Sl. No.	Particulars	Gross Block					Depreciation/ Amortisation						Net Block as on 31st March 2026	Net Block as on 31st March 2025
		As on 1st April, 2025	Additions during the year	Foreign currency transalaton reserve	Sale / Deletions during the year	As on 31st March, 2026	Dep. As on 1st April, 2025	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	242.70	0.32	-	-	-	243.02	0.80	1.12
2	Office Equipment	1,793.98	0.15	130.49	-	1,924.62	1,400.98	144.96	101.64	-	-	1,647.58	277.04	393.00
3	Air Conditioners	76.28	-	-	-	76.28	73.72	0.36	-	-	-	74.08	2.21	2.56
4	Computers	14,659.90	165.78	1,091.00	-	15,916.68	13,689.83	350.25	1,003.84	-	-	15,043.72	872.96	970.07
5	Furniture	2,103.03	-	112.57	-	2,215.60	1,687.54	81.59	74.96	-	-	1,844.10	371.51	415.49
6	Property & Equipment	4,292.23	-	331.16	-	4,623.39	3,812.32	148.74	290.97	-	-	4,252.03	371.36	479.92
7	Vehicles	10.78	-	-	-	10.78	10.78	-	-	-	-	10.78	0.00	0.00
	Total	**23,180.03**	**165.93**	**1,665.23**	**-**	**25,011.18**	**20,917.87**	**726.23**	**1,471.22**	**-**	**-**	**23,115.31**	**1,895.87**	**2,262.16**
II	**Intangibe Fixed Assets**													
1	Intangible Assets	2,99,231.71	37,891.69	34,673.17	-	3,71,796.57	2,04,122.21	31,281.72	22,822.86	-	-	2,58,226.79	1,13,569.78	95,109.50
2	Computer Products / Rights	263.07	-	-	-	263.07	263.07	-	-	-	-	263.07	0.00	0.00
	Total	**2,99,494.78**	**37,891.69**	**34,673.17**	**-**	**3,72,059.64**	**2,04,385.28**	**31,281.72**	**22,822.86**	**-**	**-**	**2,58,489.86**	**1,13,569.78**	**95,109.50**
III	**Good Will**													
IV	**Capital Work In Progress**	**18,178.49**	28,493.88		**18,178.49**	**28,493.88**	**-**	**-**	**-**	**-**	**-**		28,493.88	18,178.49
	Intangible Assets under development	**19,713.45**	**29,116.20**		**19,713.45**	**29,116.20**	**-**	**-**	**-**	**-**	**-**		29,116.20	19,713.45
	TOTAL	**3,60,566.75**	**95,667.70**	**36,338.40**	**37,891.94**	**4,54,680.90**	**2,25,303.15**	**32,007.94**	**24,294.08**	**-**	**-**	**2,81,605.17**	**1,73,075.73**	**1,35,263.60**

NOTE NO 3 : PROPERTY, PLANT AND EQUIPMENT & INTANGIBLE ASSETS AS AT 31-03-2025

(Amount INR in Lakhs)

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 Earnings	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**

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 2026**	**As at 31st March 2025**
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 2026**	**As at 31st March 2025**
	Investments - Non Current		
	Investment in Equity Instruements at cost		
	Equity Shares -Unquoted		
I	Affiliates	45,796.70	41,408.15
	Vuchi Media Pvt ltd	16,886.81	16,886.81
	Total Investments-Non - Current	**62,683.51**	**58,294.96**

NOTE NO. 6 : LOANS - NON CURRENT			
S.No.	**Particulars**	**As at 31st March 2026**	**As at 31st March 2025**
	Loans - Non- Current	-	-
I	**Unsecured, Considered Good**	-	-
	(a) Security deposits	26.36	20.66
	(b)Other Advances	12,537.89	11,336.42
	Total Loans - Non current	**12,564.25**	**11,357.08**

NOTE NO. 7 : OTHER FINANCIAL ASSETS - NON CURRENT				
S.No.	**Particulars**		**As at 31st March 2026**	**As at 31st March 2025**
	Other financial assets - Non- Current			
	Unsecured, Considered Good			
		Advances other than Capital advances		
I		(a)Other advances	1,901.79	1,719.55
		(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	**2,066.24**	**1,884.00**

NOTE NO. 8 : DEFERRED TAXES ASSET (NET)

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
	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	2,352.20	1,669.85
		- Fixed Assets	136.94	137.06
		- Provision for gratuity and compensated absences	383.15	368.09
		Allowances for bad and doubtful debts	-	-
		Gratuity Expenses	0.56	0.58
		Foreign currency difference	801.94	176.64
		MAT credit		
		Deferred Tax Asset Net	**3,674.80**	**2,352.20**
		Deferred Tax Asset(Net)	**3,179.46**	**1,856.87**

NOTE NO. 9 : NON- CURRENT TAX ASSETS (NET)

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
	Non- Current tax assets (net)			
I		-TDS Receivables	60.34	57.34
		Total Non- Current tax assets (net)	**60.34**	**57.34**

NOTE NO. 10 : OTHER NON CURRENT ASSETS

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
I	**Other non-current assets**		
	Others	3,859.57	3,489.72
	Total Other Non Current Assets	**3,859.57**	**3,489.72**

NOTE NO. 11 : TRADE RECEIVABLES

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
I			
	Trade receivables		
	(a)Unsecured Considered good	5,26,758.78	3,97,559.96
		-	-
	Less: Allowances for bad and doubtful debts	8,185.89	4,919.68
		-	-
	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	**5,18,572.89**	**3,92,640.27**
	Please refer note no- 45		

NOTE NO. 12 : CASH AND CASH EQUIVALENTS

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
	Cash and cash equivalents		
	Balances with banks		
	- Current Accounts	1,41,497.62	1,15,286.82
	- Cash on hand	0.08	0.04
		-	-
		-	-
	Total Cash and cash equivalents	**1,41,497.70**	**1,15,286.86**

NOTE NO. 13 : OTHER BANK BALANCES - CURRENT

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
I	**Other bank balances - Current**		-	-
		(i) Earmarked balances with Banks	-	-
		- 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 2026	As at 31st March 2025
I	**Loans -Current**			
		Unsecured Considered Good		
		(a) Loans to related parties	11,249.89	(0)
		(b) Others	-	-
		Advances to Employees	1,053.06	1,051.83
		Other Advances	2,16,286.92	2,14,163.97
	Total Loans - Current		**2,28,589.87**	**2,15,215.80**

NOTE NO. 15 : OTHER FINANCIAL ASSETS - CURRENT

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
I	**Other financial asset-Current**			
		(a) Security deposits		
		- Rental deposits	42.44	42.44
		- Other deposits	32.05	35.82
	Total Other financial assets - Current		**74.49**	**78.26**

NOTE NO. 16 : OTHER CURRENT ASSETS

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
I	**Other Current Assets**			
		Other current assets	52,649.07	44,514.37
	Total Other Current Assets		**52,649.07**	**44,514.37**

Note No: 17 Equity share capital

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
	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 of the reportin		-	-
	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 2026	As at 31st March 2025
	Other equity consist of the following			
		(a) Capital reserve		
		Opening balance	41,678.12	41,678.12
		Add:During the year	-	-
		Total	**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	-	-
		Total	**72,865.43**	**72,865.43**
		c).General reserve	398.17	398.17
		Opening balance	-	-
		Add:During the year	**-**	**-**
		Total	**398.17**	**398.17**
		d).Surplus		
		Opening balance	**6,29,267.50**	**5,57,888.05**
		Add: Profit for the year	96,232.66	71,003.81
		Add: Remeasurement of the defined benefit plan	521.08	375.63
		Less: Dividend issued	-	(0.00)
		Total	**7,26,021.24**	**6,29,267.50**
		e).Foreign currency translation reserve		
		Opening balance	84,345.65	65,257.52
		Add:During the year	91,420.88	19,088.13
		Total	**1,75,766.53**	**84,345.65**
		Total Reserve & Surplus	**10,16,729.49**	**8,28,554.86**

NOTE NO. 19 : PROVISIONS - NON CURRENT

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
			Rupees	**Rupees**
	Provisions - Non current			
		Provision for employee benefits		
I		(a) Gratuity	46.80	47.43
		(b) Leave encashment	16.91	16.91
		Acrrued Severance Pay	1,117.47	976.52
		Other Provisions	18.23	16.77
		Total Provisions - Non Current	**1,199.42**	**1,057.65**

NOTE NO. 20 : DEFERRED TAX LIABILITIES (NET)

S.No.	Particulars		As at 31st March 2026	As at 31st March 2025
	DEFERRED TAX LIABILITIES (NET)			
		Opening Deferred tax liability	866.49	845.44
		ADD:	-	-
		Deferred Tax Liability for the year (Due to SLM and WDV Difference)	20.12	20.12
		Deferred Tax Liability due to others	0.93	0.93
I		**Gross Deferred tax liability**	887.54	866.49
		Deferred tax assets		
		Opening Deferred tax	557.93	776.53
		ADD: During th year	(11.73)	(11.73)
		Deferred Tax Asset for the year (Due to SLM and WDV Difference)	2.65	2.65
		Provision for Gratuity and Compensated Absences	-	-
		Foreign currency difference	(16.28)	(209.51)
		Gross Deferred tax Asset	532.57	557.93
		Deferred Tax Liability - Net	**354.97**	**308.56**

NOTE NO. 21 : TRADE PAYABLES - CURRENT

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
		Rupees	Rupees
I	Trade payables		
	Share of Joint Venture (Apollo Lycos Netcommerce)	-	-
	Total outstanding dues of micro enterprises and small enterprises	0.05	0.68
	Total outstanding dues of creditors other than micro enterprises and small	54,357.58	35,891.04
	Total Trade Payables - Current	**54,357.63**	**35,891.72**
	Please refer note no - 46		

NOTE NO. 22 : OTHER FINANCIAL LIABILITIES - CURRENT

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
	Other financial liabilities - Current		
	Others	161.08	133.37
	Total Other financial liabilities - Current	**161.08**	**133.37**

NOTE NO. 23 : OTHER CURRENT LIABILITIES

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
I	**Other current liabilities**		
	Unpaid dividend	3,391.39	3,402.28
	Other Current Liabilities	37,474.55	23,820.24
	Acquisition Payables -Lycos Inc	15,144.00	18,794.10
	Total Other current liabilities	**56,009.94**	**46,016.62**

NOTE NO. 24 : PROVISIONS - CURRENT

S.No.	Particulars	As at 31st March 2026	As at 31st March 2025
I	**Provisions - Current**		
	(i) Provision for employee benefits		
	Employee benefit payable	675.90	720.10
	(ii) Others	-	-
	(a) Provisions for expenses	346.60	67.85
	(b) Other Provisions	3,147.23	1,264.12
	(c)Tax	25,595.23	25,628.62
	Total Provisions - Current	**29,764.96**	**27,680.69**

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 31-03-2026	Year Ending 31-03-2025
I	(a)Sale of Services Domestic	35.31	37.26
	(b)Sale of Services Exports	6,49,527.56	4,72,762.34
	(c)Sale of Software Exports	43,242.97	41,867.63
	Total Revenue from Operations	**6,92,805.84**	**5,14,667.23**

NOTE NO. 26 : OTHER INCOME

S.No.	Particulars	Year Ending 31-03-2026	Year Ending 31-03-2025
I	(a)Interest income	-	-
	(b)Net gain/(loss) on foreign currency translation and transaction	(3.39)	(1.73)
	Other Income	0.10	0.20
	Total Other Income	**(3.29)**	**(1.54)**

NOTE NO. 27 : PURCHASE/COST OF REVENUE

S.No.	Particulars	Year Ending 31-03-2026	Year Ending 31-03-2025
I	(a)Media Cost	1,69,726.03	1,09,068.75
	(b)Internet,cloud and Infrastructure	1,95,257.56	1,47,467.95
	(c)Syndication Cost	29,400.08	27,449.43
	(d)Software Purchase & Sub Contractors Cost	34,201.13	33,002.91
	Total Purchase/Cost of Revenue	**4,28,584.80**	**3,16,989.04**

NOTE NO. 28 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	Year Ending 31-03-2026	Year Ending 31-03-2025
I	(a)Salaries,wages and allowances	33,815.70	26,123.99
	(b)Contribution to provident and other fund	17.98	22.56
	(c)Staff Welfare Expenses	2.19	3.61
	(d) Director salary	43.38	34.97
		-	-
	Total Employee Benefit Expenses	**33,879.25**	**26,185.14**

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

31. Auditor's Remuneration:

Particulars	(Amount in Lakhs.) Year ended 31st March,	
	2026	**2025**
Statutory Audit Fees	468.99	432.01
Tax Audit Fee	1.00	1.00
Other Audit related Services	20.75	20.91
Total	**490.74**	**453.92**

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 2025-26 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	M Suresh Kumar Reddy	Chairman & Managing Director
2	Raghunath Allamsetty	Executive Director
3	Paladugu Venkata Subba Rao	Independent Director
4	Deepika Daliya	Independent Director
5	P. Leo Ganesan	Independent Director
6	Dr. Chandrika Setu Sharma	Independent Director
7	Ali Akber Bakir Bhoy Mamuwala	Independent Director
8	Yreach Media Private Limited, India	99% Owned Subsidiary
9	LIL Projects Private Limited, India	Wholly Owned Subsidiary
10	Frontier Data Management Inc, USA	Wholly Owned Subsidiary
11	International Expressions Inc, USA	Wholly Owned Subsidiary
12	Online Media Solutions Limited, Israel	Wholly Owned Subsidiary
13	Ybrant Media Acquisition Inc, USA	Wholly Owned Subsidiary
14	Dyomo Corporation, USA	Wholly Owned Subsidiary
15	Max Interactive Pty, Ltd., Australia	Wholly Owned Subsidiary
16	DreamAd, Argentina	Wholly Owned Subsidiary
17	DreamAd, Chile	Wholly Owned Subsidiary
18	Get Media Mexico Sociedad Anonima De Capital Variable, Mexico	Wholly Owned Subsidiary
19	DreamAd, Panama	Wholly Owned Subsidiary
20	DreamAd, Uruguay	Wholly Owned Subsidiary
21	Ybrant Digital Servicos De Publiciade Ltda, Brasil	Wholly Owned Subsidiary
22	Ybrant Digital (Brasil) Ltd., Singapore	Wholly Owned Subsidiary

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

23	LGS Global FZE, UAE	Wholly Owned Subsidiary
24	Ybrant Employees welfare Trust	Directors acting as Trustees
25	LGSL Foundation Trust	Directors acting as Trustees
26	Vuchi Media Pvt ltd	Associate company
27	Brightcom Defence Pvt ltd	Wholly Owned Subsidiary

Balances with related parties at the year-end:

(i) Unsecured loans from Related Parties: **(Amount in Lakhs.)**

Particulars	Year ended 31st March	
	2026	2025
DreamAd, Panama	1,041.15	941.38
Frontier Data Management Inc, USA	1,231.00	1,113.04
International Expressions Inc, USA	995.44	900.06
Online Media Solutions Limited, Israel	1,492.63	1,349.60
Ybrant Media Acquisition Inc, USA	7,716.00	6,976.61

(ii) Investment in Subsidiaries and Associates:

Particulars	Year ended 31st March	
	2026	2025
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
Brightcom Defence Pvt ltd	0.99	0.00

(iii) Unsecured loans to related parties:

Particulars	year ended 31st March	
	2026	2025
Ybrant Employees welfare Trust	107.50	107.50
LGSL Foundation Trust	56.95	56.95

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

LIL Projects Pvt ltd	11,854.90	11,866.20
Yreach Media Pvt ltd	27,549.99	27,829.86

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,	
	2026	**2025**
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,	
	2026	**2025**
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-26	**31-Mar-25**
Present Value of Obligation as at beginning	47.43	41.60
Current Service Cost	6.05	5.59
Interest Expense or Cost	3.13	2.95
Re-measurement (or Actuarial) (gain) / loss arising from: others		
- change in demographic assumptions		
- change in financial assumptions	-9.81	-2.70
- experience variance (Actual v assumptions)		

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Notes forming part of Consolidated financial statements for the year ended 31st March 2026

Past Service Cost		
Effect of change in foreign exchange rates		
Benefits Paid	-0.00	-0.00
Acquisition Adjustment		
Effect of business combinations or disposals		
Present Value of Obligation as at the end	46.80	47.43

b) Bifurcation of Net Liability

Particulars	As on	
	31-Mar-26	**31-Mar-25**
Current Liability (Short term)	22.68	23.26
Non-Current Liability (Long term)	24.12	24.17
Total Liability	**46.80**	**47.43**

c) Changes in the Fair Value of Plan Assets

Particulars	For the period ending	
	31-Mar-26	**31-Mar-25**
Fair Value of Plan Assets as at the beginning	0.57	0.57
OB difference		
Actuarial gain/(loss)	0.04	0.04
Employer's Contribution		
Expenses		
Employee's Contribution		
Benefits Paid	-0.00	-0.00
Return on plan assets , excluding amount recognized in net interest expense	-0.04	-0.04
Acquisition Adjustment	0.00	0.00
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-26	**31-Mar-25**
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	-	-

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

Effect of Asset Ceiling at the end	**-**	**-**

e) Expenses Recognized in the Income Statement

Particulars	For the period ending	
	31-Mar-26	**31-Mar-25**
Current Service Cost	6.04	5.59
Past Service Cost		
Loss / (Gain) on settlement		
Expected return on Asset	-0.04	-0.04
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	3.13	2.95
Actuarial Gain/Loss		
Expenses Recognized in the Income Statement	**9.13**	**8.50**

f) Other Comprehensive Income

Particulars	For the period ending	
	31-Mar-26	**31-Mar-25**
Actuarial (gains) / losses		
- change in demographic assumptions		
- change in financial assumptions	(9.81)	(2.70)
- experience variance (i.e. Actual experience vs assumptions)		
- others obd difference		
Return on plan assets, excluding amount recognized in net interest expense	-0.04	-0.04
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	**(9.77)**	**(2.66)**

g) Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	As on	
	31-Mar-26	**31-Mar-25**
Government of India securities	-	-

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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-26	31-Mar-25
Discount rate (per annum)	**7.57%**	**6.61%**
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 2026	Year Ended 31st March, 2025
Profits Attributable to Equity Share Holders	96,232.66	71,003.81
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	4.77	3.52
Earnings per Share – Diluted	4.77	3.52

The EPS of Rs.4.77 on a PAT of Rs. 96,232.66 lakhs for the year ended 31 March 2026 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. 3.52 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 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:

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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].

43. Dues to Micro & Small Enterprises:

There are no overdue principle amounts and interest thereon payable to Micro Enterprises and Small Enterprises, as at 31-03-2026.

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 2026

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	3,20,659.20	2,06,099..58	-	-	-	5,26,758.78
Disputed Trade Receivables – considered good						
Less: Expected credit loss		(8185.89)				(8,185.89)
Total	**3,20,659.20**	**1,97,913.69**	**-**	**-**	**-**	**5,18,572.89**

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)				(4,919.68)
Total	**2,25,087.39**	**1,67,552.89**	**-**	**-**	**-**	**3,92,640.27**

46. Trade payables ageing schedule:
Ageing as at 31 March 2026

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	0.05	-	-	-	-	0.05
Others						

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	53,989.13	368.45	-	-	-	54,357.58
Total	**53,989.18**	**368.45**	**-**	**-**	**-**	**54,357.63**

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**

47. Capital work-in-progress

Ageing for capital work-in-progress as at March 31, 2026 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	28,493.88				28,493.88
Total	**28,493.88**	**-**	**-**	**-**	**28,493.88**

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**

48. Intangible assets under development:

Ageing for Intangible assets under development as at March 31, 2026 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	29,116.20				29,116.20
Total	**29,116.20**	**-**	**-**	**-**	**29,116.20**

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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**

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.

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**

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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, 2026
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	2,081.31
Disputed Income Tax Liability for the A.Y.2014-2015 to A.Y. 2020-21.	CIT(Appeals)/ ITAT	5,798.71
Corporate Guarantee for Acquiring Lycos Inc (USD 4 Mn) *	Daum Global Holdings Corp, Republic of Korea	3,786.00

** Assumption: 1 USD = Rs.94.65 (Closing rate as on 31st March 2026)*

51. Dividend Payable is pending for various financial years amounting to Rs. 3,391.39/-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	6.71	7.00	-4.10%
Debt-Equity ratio (in times)	Debt consists of borrowings and long term liabilities	Total equity	0.0015	0.0016	-6.48%

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

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	77,252.34	50,096.10	54.21%
Return on equity ratio (in %)	Profit for the year	total equity	9.10%	8.17%	11.41%
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	1.52	1.36	11.81%
Trade payables turnover ratio (in times)	Cost of equipment and software licences	Average trade payables	9.50	9.54	-0.44%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	0.86	0.78	10.57%
Net profit ratio (in %)	Profit for the year	Revenue from operations	13.89%	13.80%	0.68%
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Long term liabilities	13.53%	11.66%	16.02%
Return on investment (in %)	Total Comprehensive Income	Total Assets	15.69%	9.23%	70.02%

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

Brightcom Group Limited

Notes forming part of Consolidated financial statements for the year ended 31st March 2026

P Ravi chandra
Partner
Membership Number: 230754
UDIN: 26230754WXFDGC5734

M Suresh Kumar Reddy
Chairman & Managing Director
DIN: 00140515

Raghunath A
Executive Director
DIN: 00060018

PLACE: HYDERABAD
DATE: 31-08-2026

Ravindra Kondamuri
Chief Financial Officer

Annexure 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-2026	31-Mar-2025
1	**Segment Revenue**		
	(a) Digital Marketing Segment	6,50,269.74	4,73,311.85
	(b) Software Development Segment	42,536.10	41,355.38
	Total Sales/ Income from Operations	**6,92,805.84**	**5,14,667.23**
	Less: Inter Segment Revenue		
	Net Sales/ Income from Operations	**6,92,805.84**	**5,14,667.23**
2	**Segment Results - Profit (+) / Loss (-) before tax and interest**		
	(a) Digital Marketing Segment	1,43,204.88	1,01,418.08
	(b) Software Development Segment	7.95	53.47
	Total	**1,43,212.83**	**1,01,471.55**
	Less: Interest	1.66	2.03
	Total Profit (+) / Loss (-) before tax	**1,43,211.17**	**1,01,469.52**
3	**Segment Assets**		
	(a) Digital Marketing Segment	11,63,981.64	9,46,733.30
	(b) Software Development Segment	34,966.28	33,280.63
	Total segment assets	**11,98,947.92**	**9,80,013.93**
	Segment liabilities		
	(a) Digital Marketing Segment	1,27,267.99	97,847.62
	(b) Software Development Segment	14,580.00	13,240.99
	Total segment liabilities	**1,41,847.99**	**1,11,088.61**

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	14.95%	1,58,012.06	0.01%	6.18	0.37%	340.46	0.18%	346.65		India
				-		-		-		
Parent Subsidiaries				-		-		-		
				-		-		-		
Indian				-		-		-		
Yreach Media Pvt ltd	0.00%	2.44	0.00%	0.19	0.00%	-	0.00%	0.19	99.98%	India
LIL Projects PVT LTD	0.00%	(3.26)	0.00%	0.23	0.00%	0.98	0.00%	1.21	99.98%	India
Brightcom Defence Pvt Ltd	0.00%	0.61	0.00%	(0.39)	0.00%	-	0.00%	(0.39)	99.98%	India
				-		-		-		
Foreign				-		-		-		
Dream Ad-Argentina	5.36%	56,654.34	0.22%	212.04	5.90%	5,428.80	3.00%	5,640.85	100%	Argentina
Dream Ad-Chile	2.79%	29,533.48	1.30%	1,250.80	3.07%	2,826.08	2.17%	4,076.87	100%	Chile
Dream Ad- Mexico	1.50%	15,874.64	0.46%	444.72	1.66%	1,524.24	1.05%	1,968.96	100%	Mexico
Dream Ad-Panama	2.02%	21,318.84	0.67%	649.26	2.22%	2,042.07	1.43%	2,691.33	100%	Panama
Dream Ad-Uruguay	0.26%	2,795.41	0.24%	234.41	0.29%	266.73	0.27%	501.14	100%	Uruguay
Dyomo Corporation, USA	16.24%	1,71,627.75	44.62%	42,935.44	18.09%	16,631.57	31.66%	59,567.01	100%	USA
Frontier Data Management Inc. USA	21.62%	2,28,595.12	38.74%	37,278.67	23.92%	21,995.32	31.50%	59,273.99	100%	USA
International Expressions Inc. USA	10.42%	1,10,115.88	21.33%	20,522.55	11.54%	10,613.00	16.55%	31,135.55	100%	USA
Max Interactive Pty Ltd., Australia	2.24%	23,635.38	0.31%	294.35	2.46%	2,266.12	1.36%	2,560.48	100%	Australia
Online Media Solutions Limited , Israel	26.47%	2,79,786.06	-8.17%	(7,857.73)	29.41%	27,042.20	10.20%	19,184.47	100%	Israel
Ybrant Digital Services De Publicidade Ltda,Brasil	2.19%	23,108.35	0.27%	261.92	2.41%	2,216.83	1.32%	2,478.75	100%	Brazil
Ybrant Digital (Brasil) Ltd., Singapore	0.00%	0.00045	0.00%	-	0.00%	-	0.00%	-	100%	Singapore
Ybrant Media Acquisition Inc. USA	-1.24%	(13,069.95)	0.00%	-	-1.36%	(1,252.45)	-0.67%	(1,252.45)	100%	USA
LGS Global FZE, UAE	0.00%	2.44	0.00%	-	0.00%	-	0.00%	-	100%	Dubai
								-		
								-		
Total	**104.81%**	**11,07,989.60**	**100.00%**	**96,232.65**	**100.00%**	**91,941.95**	**100.00%**	**1,88,175**		
Less:										
Adjustments arising on account of Consolidation	4.81%	50,888.68	**0.00%**	-	**0.00%**	-	**0.00%**	-		
Total	**100.00%**	**10,57,100.93**	**100.00%**	**96,232.65**	**100.00%**	**91,941.95**	**100.00%**	**1,88,174.61**		

Dream Ad-Argentina

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	1.70	85.59
b)	Reserves and Surplus	594.39	56,568.75
c)	Total Assets	616.47	58,348.70
d)	Total Liabilities	616.47	58,348.70
e)	Details of Investments	14.62	1,384.11
f)	Turnover	101.57	8,969.46
g)	Profit before tax	3.00	264.91
h)	Provision for tax	0.56	52.87
i)	Profit After Tax	2.44	212.04
	Other comprehensive income	0.03	5,428.80
	Total comprehensive income for the period	2.48	5,640.85
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Dream Ad-Chile

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.03	1.42
b)	Reserves and Surplus	312.00	29,532.06
c)	Total Assets	330.17	31,250.96
d)	Total Liabilities	330.17	31,250.96
e)	Details of Investments	-	-
f)	Turnover	62.11	5,484.66
g)	Profit before tax	19.92	1,759.21
h)	Provision for tax	5.37	508.42
i)	Profit After Tax	14.55	1,250.80
	Other comprehensive income	0.02	2,826.08
	Total comprehensive income for the period	14.57	4,076.87
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Get Media, Mexico Sociedad Anonima de Capital Variable, Mexico

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.30	15.18
b)	Reserves and Surplus	167.42	15,859.47
c)	Total Assets	173.22	16,395.48
d)	Total Liabilities	173.22	16,395.48
e)	Details of Investments		
f)	Turnover	25.99	2,295.14
g)	Profit before tax	7.40	653.23
h)	Provision for tax	2.20	208.50
i)	Profit After Tax	5.19	444.72
	Other comprehensive income	0.04	1,524.24
	Total comprehensive income for the period	5.23	1,968.96
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Dream Ad-Panama

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	2.50	125.75
b)	Reserves and Surplus	222.74	21,193.09
c)	Total Assets	236.35	22,370.95
d)	Total Liabilities	236.35	22,370.95
e)	Details of Investments		
f)	Turnover	39.33	3,472.99
g)	Profit before tax	10.02	884.92
h)	Provision for tax	2.49	235.67
i)	Profit After Tax	7.53	649.26
	Other comprehensive income for the period	0.05	2,042.07
	Total comprehensive income for the period	7.58	2,691.33
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Dream Ad.-Uruguay

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.33	16.74
b)	Reserves and Surplus	29.20	2,778.66
c)	Total Assets	31.54	2,985.40
d)	Total Liabilities	31.54	2,985.40
e)	Details of Investments		-
f)	Turnover	17.07	1,507.77
g)	Profit before tax	3.62	319.92
h)	Provision for tax	0.90	85.52
i)	Profit After Tax	2.72	234.41
	Other comprehensive income for the period	0.01	266.73
	Total comprehensive income for the period	2.73	501.14
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Dyomo Corporation, USA

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.01	4.67
b)	Reserves and Surplus	1,813.19	1,71,623.07
c)	Total Assets	2,187.09	2,07,007.92
d)	Total Liabilities	2,187.09	2,07,007.92
e)	Details of Investments	38.82	3,674.60
f)	Turnover	2,986.21	2,63,712.31
g)	Profit before tax	706.57	62,397.45
h)	Provision for tax	205.62	19,462.02
i)	Profit After Tax	500.95	42,935.44
	Other comprehensive income for the period	2.91	16,631.57
	Total comprehensive income for the period	503.86	59,567.01
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Frontier Data Management Inc., USA

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	289.19	12,980.71
b)	Reserves and Surplus	2,125.97	2,15,614.41
c)	Total Assets	2,789.80	2,64,054.81
d)	Total Liabilities	2,789.80	2,64,054.81
e)	Details of Investments	100.49	9,511.66
f)	Turnover	2,564.46	2,26,467.12
g)	Profit before tax	615.34	54,341.01
h)	Provision for tax	180.27	17,062.34
i)	Profit After Tax	435.08	37,278.67
	Other comprehensive income for the period	1.57	21,995.32
	Total comprehensive income for the period	436.65	59,273.99
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

International Expresions Inc. USA

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	201.87	10,648.18
b)	Reserves and Surplus	961.53	99,467.70
c)	Total Assets	1,287.49	1,21,860.59
d)	Total Liabilities	1,287.49	1,21,860.59
e)	Details of Investments	78.90	7,467.74
f)	Turnover	1,261.83	1,11,432.48
g)	Profit before tax	337.85	29,835.54
h)	Provision for tax	98.39	9,312.99
i)	Profit After Tax	239.46	20,522.55
	Other comprehensive income for the period	1.06	10,613.00
	Total comprehensive income for the period	240.52	31,135.55
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Max Interactive Pty Ltd., Australia

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.00	0.00
b)	Reserves and Surplus	249.71	23,635.38
c)	Total Assets	252.52	23,901.01
d)	Total Liabilities	252.52	23,901.01
e)	Details of Investments		
f)	Turnover	19.22	1,697.64
g)	Profit before tax	4.90	432.93
h)	Provision for tax	1.46	138.57
i)	Profit After Tax	3.44	294.35
	Other comprehensive income for the period	0.02	2,266.12
	Total comprehensive income for the period	3.45	2,560.48
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Ybrant Media Acquisition Inc USA

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	270.00	12,190.40
b)	Reserves and Surplus	(408.09)	(25,260.35)
c)	Total Assets	81.52	7,716.01
d)	Total Liabilities	81.52	7,716.01
e)	Details of Investments		
f)	Turnover		
g)	Profit before tax		
h)	Provision for tax		
i)	Profit After Tax		
	Other comprehensive income for the period		(1,252.45)
	Total comprehensive income for the period		(1,252.45)
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Online Media Solutions Ltd, Israel

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	63.69	2,874.97
b)	Reserves and Surplus	2,892.32	2,76,911.09
c)	Total Assets	3,141.03	2,97,298.85
d)	Total Liabilities	3,141.03	2,97,298.85
e)	Details of Investments	251.02	23,758.59
f)	Turnover	263.06	23,230.82
g)	Profit before tax	(91.99)	(8,124.01)
h)	Provision for tax	(2.81)	(266.27)
i)	Profit After Tax	(89.18)	(7,857.73)
	Other comprehensive income for the period	0.07	27,042.20
	Total comprehensive income for the period	(89.12)	19,184.47
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Ybrant Digital Servicos De Publicidade Ltda, Brasil

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.06	2.94
b)	Reserves and Surplus	244.08	23,105.41
c)	Total Assets	246.10	23,293.48
d)	Total Liabilities	246.10	23,293.48
e)	Details of Investments		
f)	Turnover	14.33	1,265.56
g)	Profit before tax	4.66	411.35
h)	Provision for tax	1.58	149.43
i)	Profit After Tax	3.08	261.92
	Other comprehensive income for the period	0.01	2,216.83
	Total comprehensive income for the period	3.09	2,478.75
j)	Proposed Dividend	NIL	NIL
k)	% of Share Holding	100%	

Ybrant Digital (Brasil) Limited,Singapore

S.No	Description	Amount In USD	Amount In INR
a)	Share Capital	0.00001	0.00045
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%

LGS Global FZE, UAE

S.No	Description	Amount In USD	Amount In 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%

LIL projects PVT LTD,Hyderabad, India

S.No	Description	Amount In INR
a)	Share Capital	1.00
b)	Reserves and Surplus	(4.26)
c)	Total Assets	26,410.53
d)	Total Liabilities	26,410.53
e)	Details of Investments	
f)	Turnover	143.20
g)	Profit before tax	0.12
h)	Provision for tax	(0.10)
i)	Profit After Tax	0.23
	Other comprehensive income for the period	0.98
	Total comprehensive income for the period	1.21
j)	Proposed Dividend	NIL
k)	% of Share Holding	99.98%

Yreach Media Pvt Ltd, Hyderabad, India

S.No	Description	Amount In INR
a)	Share Capital	1.00
b)	Reserves and Surplus	1.44
c)	Total Assets	29,068.00
d)	Total Liabilities	29,068.00
e)	Details of Investments	
f)	Turnover	31.76
g)	Profit before tax	0.26
h)	Provision for tax	0.07
i)	Profit After Tax	0.19
	Other comprehensive income for the period	
	Total comprehensive income for the period	0.19
j)	Proposed Dividend	NIL
k)	% of Share Holding	99.98%

Brightcom Defence PVT LTD,Hyderabad, India

S.No	Description	Amount In INR
a)	Share Capital	1,00,000.00
b)	Reserves and Surplus	(38,544.00)
c)	Total Assets	1,00,000.00
d)	Total Liabilities	1,00,000.00
e)	Details of Investments	
f)	Turnover	-
g)	Profit before tax	(38,544.00)
h)	Provision for tax	-
i)	Profit After Tax	(38,544.00)
	Other comprehensive income for the period	-
	Total comprehensive income for the period	(38,544.00)
j)	Proposed Dividend	NIL
k)	% of Share Holding	99.98%

MANAGEMENT DISCUSSION AND ANALYSIS

MANAGEMENT DISCUSSION& ANALYSIS

Performance Overview

For the fiscal year ended March 31, 2026, the Company recorded consolidated revenues of ₹6,928 crores, representing a 34.6% year-on-year increase over FY25 revenues of ₹5,146 crores. Net Profit (PAT) stood at ₹962 crores, with Earnings Per Share (EPS) of ₹4.77. Return on Equity (ROE) for the year was approximately 9.19%. Operationally, cash flows remained positive at ₹103 crores, with continued focus on improving cash generation and financial discipline.

The performance during FY26 reflects an improvement in the Company's overall operating trajectory, supported by continued activity in its core digital advertising business and its global operating footprint. The Company remains focused on translating this improvement into more consistent operating performance, stronger cash generation and sustainable growth.

Business Structure

During FY26, Brightcom continued its transition towards a more clearly defined operating structure comprising four principal divisions:

a. Digital Advertising — the Company's core AdTech business, covering SSP, DSP, DMP and RTB capabilities, with AI-driven optimisation across web, mobile, video and Connected TV (CTV).

b. Software & Services

c. Brightcom Defence — the Company's emerging Defence AI business.

d. Next-Gen Tech

The objective of this structure is to provide greater operating focus, improve business-level financial and people tracking, strengthen leadership accountability and provide stakeholders with greater visibility into the Company's businesses. Independent auditors have also been appointed for the respective divisions as part of this effort.

Digital Advertising / AdTech Business

Digital Advertising remains the Company's principal operating business and continued to operate across programmatic advertising, video, in-app, gaming and Connected TV formats during FY26. Commercial activity remained spread across North America, Europe and APAC.

MANAGEMENT DISCUSSION& ANALYSIS

The Company's principal strengths continue to include an integrated AdTech stack comprising SSP, DSP, DMP and RTB capabilities, supported by AI-driven optimisation across web, mobile, video and CTV environments. The platform operates at a scale of more than 5 billion impressions per day and serves global advertisers and publishers. During the year, commercial activity was focused on strengthening supply access, improving demand quality and developing operating relationships with partners across key markets. The Company continued to engage with industry participants through major global forums and industry events.

Engagement during the year included AdTech Tokyo, cross-team activity in Argentina, partner meetings in New York, Digiday Miami, DMEXCO Cologne and ATS London, as well as CES Las Vegas and Pocket Gamer Connects London. These engagements supported ongoing relationships with publishers, advertisers and ecosystem partners, including discussions around opportunities in in-game advertising.

The broader digital advertising industry continues to undergo significant structural change, driven by the increasing adoption of AI and machine learning, the growth of CTV and video, eCommerce advertising and the continuing evolution towards privacy-first advertising models. Industry estimates place the global digital marketing market at approximately $650 billion in 2025, with the market projected to reach approximately $1.1 trillion by 2030.

The Company's focus remains on strengthening its position within this evolving ecosystem through technology, supply quality, publisher relationships and expansion in selected international markets.

Brightcom Defence

Brightcom Defence Pvt. Ltd. has been incorporated as a wholly owned subsidiary as the Company develops a new business platform focused on Defence AI and aerospace intelligence.

The rationale for entering this area is based on the growing adoption of AI in defence, India's increasing emphasis on self-reliance under the Atmanirbhar Bharat programme, and the potential application of the Company's existing technology capabilities in AI-driven decision-making and marketplace intelligence to aerospace and battlefield intelligence environments.

The global Defence AI market is estimated at approximately $10 billion in 2023 and is projected by industry estimates to reach approximately $25–30 billion by 2030. India's defence budget for 2025 exceeds $75 billion.

MANAGEMENT DISCUSSION& ANALYSIS

Brightcom Defence is currently focused on areas including:

* Swarm drone management;
* AI-enabled battlefield intelligence;
* Real-time aerial cybersecurity;
* Mission simulation and related intelligence applications; and
* Dual-use civil and military applications

A key platform initiative is MaestroOS, which is intended to provide an intelligence and orchestration layer for air missions. Interfaces for MaestroOS were shared with select partners in January 2026, following which enhancement and integration planning commenced.

The business remains at an early stage of development. During the year, work progressed across team expansion, technical documentation, brand development and prototype preparation. Regulatory and operational workstreams are also progressing, including engagement with CQT Weapon Systems.

The Company's objective is to build Brightcom Defence into a meaningful technology platform over time, with an emphasis on practical applications, collaboration with established defence participants and the development of capabilities that can address both Indian and international opportunities.

Market Validation and Third-Party Recognition

The Company's operating businesses continued to receive recognition from independent industry benchmarks during FY26.

Pixalate Seller Trust Index: Brightcom recorded improvements in its rankings across an independent benchmark covering more than 580 sellers in over 140 countries. The assessment considers factors including direct publisher relationships, Supply Chain Object (SCO) verification, invalid traffic mitigation, bundle integrity and country-level market share.

The Company recorded the following country-level rankings:

*#6 in China
*#10 in Spain
*#14 in Ireland
* #14 in Japan
* #15 in France
* #17 in Switzerland

These rankings reflect progress across APAC and EMEA markets and are consistent with the Company's focus on inventory quality, traffic integrity and sustainable advertising practices.

DataBeat Sellers Report: The Company's subsidiary, Online Media Solutions (OMS), was ranked #1 among Scaling Supply-Side Platforms (SSPs), based on new direct publisher relationships established through ads.txt. OMS recorded 1,169 new direct publisher connections in a single month.

Jounce Media: An industry report identified OMS as a "needle-moving leader" in supply access growth, citing a 4.9% increase in supply coverage during December 2025. The report attributed the growth to OMS' execution across direct supply access, scalable platform integrations and web/mobile application environments.

Fortune India 500: The Company was featured at Rank 456 in the Fortune India 500 for 2025.

These external benchmarks provide independent indicators of the progress being made in supply access, inventory quality and the Company's international operating footprint.

Geographic Presence

The Company continued to maintain its global operating footprint, with offices and business activity across the United States, Europe and Asia-Pacific.

During the year, leadership enhancements were made in selected geographies with the objective of strengthening client and publisher engagement and supporting the Company's international growth priorities.

Going forward, the Company intends to remain focused on markets where it can build sustainable commercial relationships and leverage its technology capabilities effectively.

Governance, Financial Discipline and Transparency

The Company recognises that sustainable growth requires more than improvements in revenue and profitability. Consistent operating performance, reliable financial reporting, disciplined capital allocation and transparent communication with stakeholders remain important priorities.

During FY26, the Company continued to work towards improving business-level visibility, strengthening internal processes and creating greater accountability across its operating divisions.

Strategic Priorities and Outlook – FY26–27

The Company's priorities for FY26–27 are centred on strengthening execution across its existing businesses while developing its newer technology initiatives.

Key priorities include:

Operational execution:

Continue to strengthen operating performance across the Digital Advertising and Defence businesses, including prototype development and demonstration activities for Brightcom Defence.

Global partnerships:

Expand engagement with strategic partners across both AdTech and Defence, with an emphasis on relationships that can translate into sustainable commercial opportunities.

Technology development:

Continue investment in platform enhancement and AI-driven product development, while maintaining focus on practical applications and commercial scalability.

AdTech:

Focus on growth in EMEA and other selected international markets, while continuing to develop a privacy-first advertising stack and strengthen supply quality.

Defence AI:

Develop collaborations with Defence PSUs, global OEMs and other relevant ecosystem participants, while progressing the Company's technology platforms and prototypes.

Financial discipline:

Maintain focus on sustainable revenue growth, operating efficiency, cash generation and margin improvement.

Governance and stakeholder engagement:

Continue strengthening transparent reporting, accountability and communication with shareholders and other stakeholders.

The Company intends to pursue these priorities with a long-term perspective, balancing investment in new opportunities with disciplined execution in its established businesses.

The Company's broader vision is to build Brightcom into a recognised global AdTech company while developing Brightcom Defence into one of India's leading Defence AI platforms with potential global relevance.

CORPORATE INFORMATION

REGISTERED OFFICE
6-3-1086/VGT/101/B,
Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda,
Hyderabad, Telangana, India - 500082
Phone: +91(40)67449910
CIN: L64203TG1999PLC030996
Email: ir@brightcomgroup.com
www.brightcomgroup.com

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

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

REGISTRARS AND TRANSFER AGENT
Aarthi Consultants Private Limited
1-2-285, Domalguda,
Hyderabad – 500029
Phones: +91 40-2763 8111 / 2763 4445 / 2764 2217;
Fax: +91 40-27632184

SUBSIDIARIES

ONLINE MEDIA SOLUTIONS
Sapir 3 Herzlia 46733, PO Box 12637, Israel.
YBRANT MEDIA ACQUISITION INC.
1201, Orange St, Suite 600, Wilmington,
New Castle County, Delaware, 19801, USA.
DREAM AD S.A, ARGENTINA
Av. Corrientes, 327 Piso 11, Buenos Aires, Argentina.
DREAM AD S.A, CHILE
Padre Mariano 103 Of. 207,
Providencia Santiago de Chile, Chile.
DREAM AD S.A, URUGUAY
Ellauti 357, Of. 50, 2Piso, Montevideo,
Uruguay CP. 11300.
DREAM AD S.A, PANAMA
Av. Samuel Lewis y Calle 50, Panama City, Panama.
LIL PROJECTS PRIVATE LIMITED
6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda, Hyderabad,
Telangana, India - 500082
DYOMO CORPORATION
16192, Coastal Highway, Lewes,
Delaware 19959-9776, County of Sussex, USA.
BRIGHTCOM DEFENCE PRIVATE LIMITED
6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda, Hyderabad,
Telangana, India - 500082

YBRANT DIGITAL SERVICOS DE PUBLICIDADE LTDA
12995, Andar 18 Sala 36, 04.578-000
Brooklin Novo, Sao Paulo, SP.
LGS GLOBAL FZE
Ras Al Khaimah Free Trade Zone, Ras Al
Khaimah, UAE.
INTERNATIONAL EXPRESSIONS INC. (VOLOMP)
108 West, 13th Street, Wilmington,
Delaware 19801, USA.
GET MEDIA MEXICO S.A. DE CV
Presidente Masaryk No. 111, Ier.Pisco, Col.
Chapultepec. Morales, Mexico D.F.
YBRANT DIGITAL (BRASIL) LIMITED
188721, 333, North Bridge Road, #08-00,
KH KHEA Building, Singapore.
MAX INTERACTIVE PTY.LTD.
5 Kings Lane, Darlinghurst, NSW 2010, Australia.
FRONTIER DATA MANAGEMENT INC. (MEDIOSONE)
108 West, 13th Street, Wilmington,
Delaware 19801, USA.
YREACH MEDIA PRIVATE LIMITED
6-3-1086/VGT/101/B, Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda, Hyderabad,
Telangana, India - 500082

brightcom group
Connecting dots

BRIGHTCOM GROUP LIMITED

6-3-1086/VGT/101/B,
Vista Grand Towers, 1st Floor,
Raj Bhavan Road, Somajiguda,
Hyderabad, Telangana, India - 500082
Phone: +91(40)67449910
CIN: L64203TG1999PLC030996
Email: ir@brightcomgroup.com
www.brightcomgroup.com