



May 16, 2025

To

BSE Limited

P. J. Towers, 25th Floor, Dalal Street,

Mumbai - 400001.

BSE Scrip Code: 532368

Sub: Upload of Documents

Dear Shareholders,

Pursuant to the suggestions made by BSE Team, we are uploading the following document:

1. Limited Review Report for standalone and consolidated financials for the quarter ending December 31, 2023.

Request you to take the same on record and oblige.

Thanking you,

Yours faithfully,

for BRIGHTCOM GROUP LIMITED

Raghunath Allamsetty

Executive Director

Encl.: A/a





D S P Reddy & Co
Chartered Accountants
8-2-695/R/4, Road No.12,
Banjarahills, Hyderabad -34
+91-9848050805
dspreddyfca@gmail.com

04-11-2024

To
The Board of Directors,
Brightcom Group Limited,
Hyderabad.
Sir,


Sub: Clarification on the query raised by change on our Review Reports dated
24-08-2024 – Reg.

The Consolidated and Standalone review reports pertain to the same unaudited quarter ended and year to date financial results from 01-04-2023 to 31-12-2023 and reflected in one set of financial statements. The review reports of the Chartered Accountant dated 24-08-2024 contain two parts, one is consolidated and another is standalone with respect to the same financial results. Thus one UDIN, vide No: 24023160BKSPVV8697 is generated for the total review report.

Thanking You

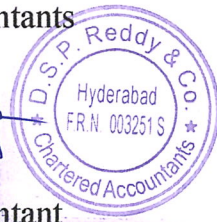
Yours Sincerely,

For D.S.P.Reddy & Co.
Chartered Accountants


(D.S.P.Reddy)
Chartered Accountant

M.No.23160

Place : Hyderabad





D S P Reddy & Co
Chartered Accountants
+91-9848050805
dspreddyfca@gmail.com

Independent Auditors standalone unaudited Limited Review Report for the quarter ended 31-12-2023 and year to date results of the company pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (as amended) and AAS 32 & 33 of ICAI, Audit and Accounting Standards.

To

The Board of Directors,
Brightcom Group Limited,
Hyderabad.

Sir,

Introduction

We have reviewed the accompanying statement of unaudited financial data of M/s. Brightcom Group Limited for the quarter 01-10-2023 to 31-12-2023 and the period of 9 (nine) months ended 31-12-2023.

This statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

Scope of Review

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material

misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We report that the financial reporting of the Foreign Branches could not be verified since the books of account, all information and records were not made available during the review.

We also report that the audited annual accounts for the year ending 31-03-2023 are yet to be adopted by the shareholders in the General Body Meeting, which is to be conducted. Our review is subject to the outcome of approval of the said accounts in the General Body Meeting.

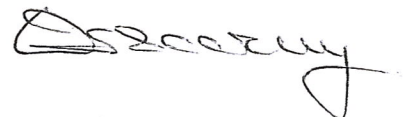
Opinion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

Report on Legal and Other Regulatory Requirements

We also report that we have not traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreement and the particulars relating to investor complaints, for want of information from the e-voting agency and share registrar and transfer agent.

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

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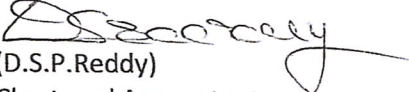
order dated 28-02-2024. The company preferred appeals against the show-cause notice dated 13-04-2023 and interim order dated 22-08-2023, vide appeal nos 941/2023, 942/2023 and 474/2024 respectively before the Hon'ble Securities Appellate Tribunal and the same are pending adjudication. We are not able to express an opinion on the issues covered by the said show-cause notice and interim orders, due to Lis-pendency.

The legal process to impair the investment of Rs. 16,886.81 lakhs in Vuchi Media Private Limited and cancellation of allotment of 1,40,70,000/- equity shares to the said company, consequent to cancellation and revocation of the said agreement and the same is pending.

Conclusion

In view of the above pending Legal and Other Regulatory Requirements and the observations made in the report we are not able to express a comprehensive, conclusive opinion.

For D.S.P.Reddy & Co.
Chartered Accountants


(D.S.P.Reddy)
Chartered Accountant
M.No.23160
UDIN: 24023160BKSPVV8697
Place : Hyderabad



Date : 24-08-2024



D S P Reddy & Co
Chartered Accountants
+91-9848050805
dspreddyfca@gmail.com

Independent Auditor's Review Report On consolidated unaudited quarterly and year to date financial results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Board of Directors,
Brightcom Group Limited,
Hyderabad.

Sir.

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Brightcom Group Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter ended 31-12-2023 and for the period from 01-04-2023 to 31-12-2023 ("the Statement"), being submitted by the Parent, pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. Attention is drawn to the fact that the consolidated figures for the corresponding quarter ended 31-12-2022 and the corresponding period from 01-04-2022 to 31-12-2022, as reported in these financial results have been approved by the Parent's Board of Directors, but have not been subjected to review.
3. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India.

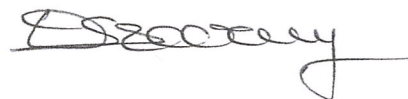
4. Our responsibility is to express a conclusion on the Statement based on our review. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

5. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

6. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

7. The Statement includes the results of the following entities:

- a). Ybrant Media Acquisition Inc, USA
- b). International Expressions Inc, USA
- c). Frontier Date Management Inc, USA
- d). Dyomo Corporation, USA
- e). Online Media Solutions Limited, Israel
- f). Dream AD Sa Panama, Panama
- g). Ybrant Digital Services De Publicidade Ltd, Brazil
- h). LGS Global FZE, UAE
- i). Ybrant Digital (Brasil) Limited, Singapore
- j). Dream AD SA Argentina, Argentina
- k). Get Media Mexico
Socidadanonima DE Capital Variable, Mexico
- l). Dream AD SA Chile, Chile
- m). Dream AD SA Uruguay, Uruguay
- n). Max Interactive Pty Ltd, Australia

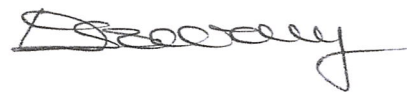


o). LIL Projects Private Limited, India

p). YReach Media Private Limited, India

8. Based on our review conducted and procedures performed as stated in paragraph 4 and 5 above we report that the accounts and records of the subsidiaries are not made available for verification and the statements pertaining to the subsidiaries are provided by the management for consolidation. We did not review the interim financial statements /financial information/ financial results of foreign branches and subsidiaries included in the standalone unaudited/ interim financial statements/ financial information/ financial results of the entities included in the Group. whose results reflect total assets of Rs. 6,68,161 Lakhs as at 31.12.2023 and total revenues of Rs. 45,263 Lakhs and Rs. 3,95,612 Lakhs, total net profit / (loss) after tax of Rs. (2,421) Lakhs and Rs.64,942 Lakhs and total comprehensive income/ loss of Rs. (1,858) Lakhs and Rs. 72,674 Lakhs for the quarter ended 31.12.2023 and for the period from 01.04.2023 to 31.12.2023 respectively, and cash flows (net) of Rs. (7,527) Lakhs for the period from 01.04.2023 to 31.12.2023 , as considered in the respective standalone unaudited interim financial statements/ financial information/ financial results of the entities included in the Group. The reviewed interim financial statements/ financial information / financial results of these branches and subsidiaries by the branch auditors and other auditors have not been furnished to us and we did not review these interim financial statements / financial information / financial results, our conclusion in so far as it relates to the amounts and disclosures included in respect of these branches and subsidiaries, is based solely on the report of Management. Our conclusion on the Statement is not modified in respect of the above matters.

9. We also report that we have not traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and nonencumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreement and the particulars relating to investor complaints, for want of information from the e-voting agency and share registrar and transfer agent.



10. 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. The company preferred appeals against the show-cause notice dated 13-04-2023 and interim order dated 22-08-2023, vide appeal nos 941/2023, 942/2023 and 474/2024 respectively before the Hon'ble Securities Appellate Tribunal and the same are pending adjudication. We are not able to express an opinion on the issues covered by the said show-cause notice and interim orders, due to lis-pendency.

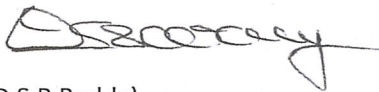
11. The legal process to impair the investment of Rs. 16,886.81 lakhs in Vuchi Media Private Limited and cancellation of allotment of 1,40,70,000/- equity shares to the said company, consequent to cancellation and revocation of the said agreement and the same is pending.

12. The consolidated financial statements for the year ending 31-03-2023 are audited and are to be adopted by the Shareholders in the General body Meeting, which is yet to be conducted. The statements covered by this report are subject to the outcome of the pending legal cases and the adoption of accounts in the ensuing General Body Meeting.

In view of the above pending Legal and Other Regulatory Requirements and the observations made in the report we are not able to express a comprehensive, conclusive opinion.

For D.S.P.Reddy & Co.

Chartered Accountants



(D.S.P.Reddy)

Chartered Accountant

M.No.23160

UDIN: 24023160BKSPVV8697

Place : Hyderabad

Date : 24-08-2024

