



June 28, 2021

**BSE Limited**

P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400001.  
Scrip Code: **532368**

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051.  
Symbol: **BCG**

Dear Madam/Sir,

**Sub: Outcome of Board Meeting - Audited Financial Results for the quarter and year ended March 31, 2021, Recommendation of a Final Dividend and Bonus Issue.**

Further to our letters dated June 07, 2021 and June 23, 2021 we would like to inform you that the Board of Directors of the Company at their meeting held on June 28, 2021 have inter alia approved the Audited Financial Results of the Company for the quarter and financial year ended March 31, 2021.

In terms of the above, we are enclosing herewith the following:

1. Statement of audited standalone and consolidated financial statements for the quarter and financial year ended March 31, 2021.
2. Statutory Auditors Report forming part of the audited standalone and consolidated financial statements for the quarter and financial year ended March 31, 2021.
3. Declaration by Mr. M. Suresh Kumar Reddy, Chairman and Managing Director pertaining to unmodified opinion on the statutory auditors' report issued by the statutory auditors.

The Board of Directors of the company, at its meeting held today i.e. June 28, 2021 have also approved the following along with other business matters:

**I. Issue of Bonus Shares:**

The Board of Directors has considered, approved and recommended issue of (1:4) one Bonus Share for every four equity shares held by the equity shareholders of the Company as on a Record Date to be fixed by the board thereof for the purpose. The bonus issue of equity shares is subject to the approval of the shareholders through the Postal Ballot and any other applicable statutory and regulatory approvals, as may be required.

The Bonus shares once allotted shall rank pari-passu in all respects and carry the same rights of the existing Equity Shares and shall be entitled to participate in full in any dividend and other corporate action, recommended and declared, if any, after the issue and allotment of such Bonus Shares.

The details pertaining to the Bonus issue of equity shares as per Regulations 30 of the SEBI (LODR) Regulations, 2015 is provided at **Annexure- A**.





**II. Dividend:**

The Board of Directors have recommended a Final Dividend of Rs. 0.05/- per equity share of Rs. 2/- each (2.5% of the paid-up share capital of the Company) for the Financial Year 2020-21, subject to the approval of Shareholders in their ensuing Annual General Meeting.

**III. Raising of funds:**

The Board of Directors of the Company have discussed and approved the proposal of raising of funds by way of further issue of securities including warrants and bonds (whether convertible or non-convertible) or any combination thereof through a preferential issue and/or Qualified Institutions Placements by the Company (QIP) or through any other permissible mode or any combination thereof, for an aggregate amount not exceeding ₹ 1,500 Crore [Rupees One Thousand & Five Hundred Crore], subject to applicable laws and necessary shareholder / regulatory approvals, as applicable, with a view to capitalize on available growth opportunities, continues to evaluate avenues for organic and inorganic growth. The proceeds from the issue will be utilized for augmenting long term cash resources, funding inorganic growth opportunities in the area of the Company's operations and agencies.

**IV. Increase in Authorized Share Capital:**

The Board of Directors has considered and approved increase in the Authorized Share Capital from Rs. 195 Crore divided into 97.50 Crore equity shares of Rs. 2/- each to Rs. 300.00 Crore divided into 150.00 Crore equity shares of Rs. 2/- each and consequential alteration in the Memorandum of Association of the Company, subject to the approval of shareholders of the Company.

In furtherance to the above, the Board has decided to seek the approval of the members for the aforementioned through Postal Ballot.

The Board has appointed Mr. Sravan Korukonda, Practicing Company Secretary (COP: 21828; M. No.: 43935) as the Scrutinizer to conduct the Postal Ballot process.

The meeting commenced at 08:15 P.M. and concluded at 10:55 P.M. Request you to take the same on record and oblige.

Yours faithfully,

**For BRIGHTCOM GROUP LIMITED**

**Manohar Mollama**  
**Company Secretary & Compliance Officer**  
**ACS - 39254**

*Encl.: as above*



**Annexure - A****Details under Regulation 30 of SEBI (LODR) Regulations, 2015 Pertaining to Bonus Issue of Equity Shares:**

Sl. No.	Particulars	Description
1	Whether bonus is out of free reserves created out of profits or share premium account.	The Bonus equity shares will be issued out of free reserves, retained earnings and securities premium account, available as at March 31, 2021.
2	Bonus ratio	1(one) equity share of Rs 2/- each fully paid up for every 4(four) equity shares of Rs 2/- each fully paid up held as on the record date to be determined.
3	Details of share capital - pre and post bonus issue	<p><b>Pre- bonus issue</b> paid-up share capital as on June 28, 2021 - Rs. 101,53,02,998/- divided into 50,76,51,499 equity shares of Rs 2/- each.</p> <p><b>*Post- bonus issue</b> paid-up share capital would be - Rs. 209,87,41,248/- divided into 104,93,70,624 equity shares of Rs 2/- each.</p> <p>*Assuming all the 33,18,45,000 preferential warrants are converted into equity shares by record date. And the preferential warrant holders will also be eligible for the bonus issue upon their conversion to equity subsequently.</p>
4	Free reserves and/ or share premium required for implementing the bonus issue	Rs. 41.98 Crore
5	Free reserves and/ or share premium available for capitalization and the date as on which such balance is available.	As on March 31, 2021, the free reserves, retained earnings and securities premium account is Rs. 97.98 Crore
6	Whether the aforesaid figures are Audited	Yes, all the aforesaid figures are audited.
7	Estimated date by which such bonus shares would be credited / dispatched.	The Bonus shares will be credited/ dispatched within 2 months from the date of Board approval i.e. on or before August 27, 2021.





## BRIGHTCOM GROUP LIMITED (NSE&amp;BSE - BCG)

(Formerly Lycos Internet Limited)

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Statement of audited Standalone &amp; Consolidated Financial Results for the Quarter and Year Ended 31st March 2021

All amounts in Indian Rupees Lakhs, except share data

Sl.No.	Particulars	Standalone				Consolidated					
		Quarter ended			Year ended		Quarter ended			Year ended	
		31-Mar-2021	31-Dec-2020	31-Mar-2020	31-Mar-2021	31-Mar-2020	31-Mar-2021	31-Dec-2020	31-Mar-2020	31-Mar-2021	31-Mar-2020
	(audited)	(Unaudited)	(audited)	(audited)	(audited)	(audited)	(Unaudited)	(audited)	(audited)	(audited)	
	(Refer Notes below)										
1	a) Income from operations	8,383.26	8,354.09	12,419.09	36,598.06	46,658.75	69,936.48	87,854.75	62,825.17	285,579.82	269,231.84
	b) Other Income	1,898.87	54.62	319.27	2,094.20	1,370.70	1,898.62	51.36	486.22	2,081.86	1,414.68
	<b>Total Income</b>	<b>10,282.13</b>	<b>8,408.71</b>	<b>12,738.36</b>	<b>38,692.26</b>	<b>48,029.45</b>	<b>71,835.10</b>	<b>87,906.11</b>	<b>63,311.39</b>	<b>287,661.68</b>	<b>270,646.52</b>
2	<b>Expenses</b>										
	a) Cost of sales/services	7,750.57	6,413.08	9,712.75	29,929.08	35,665.40	38,218.04	50,748.95	33,947.84	160,683.89	151,126.09
	b) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-							
	c) Employee benefits expense	979.83	896.84	1,335.66	3,859.31	4,959.38	3,323.66	5,189.37	3,253.17	16,573.62	16,086.42
	d) Depreciation and amortization expense	5.34	5.85	23.38	23.15	87.55	5,897.07	6,069.15	4,600.88	22,609.24	17,953.00
	e) Finance costs	(485.77)	164.59	158.14	9.54	629.80	(485.31)	164.80	156.57	10.61	629.80
	f) Other expenses	1,004.69	867.96	1,012.64	3,652.98	4,252.55	5,773.46	6,889.95	5,533.63	21,783.82	20,588.54
	<b>Total expenses</b>	<b>9,254.66</b>	<b>8,348.32</b>	<b>12,242.57</b>	<b>37,474.06</b>	<b>45,594.68</b>	<b>52,726.92</b>	<b>69,062.22</b>	<b>47,492.09</b>	<b>221,661.18</b>	<b>206,383.85</b>
3	<b>Profit/(loss) before exceptional items (1-2)</b>	<b>1,027.47</b>	<b>60.39</b>	<b>495.79</b>	<b>1,218.20</b>	<b>2,434.77</b>	<b>19,108.18</b>	<b>18,843.89</b>	<b>15,819.30</b>	<b>66,000.50</b>	<b>64,262.67</b>
4	Exceptional items		-	-		2,548.40					2,548.40
5	<b>Profit/(loss) before tax (3+4)</b>	<b>1,027.47</b>	<b>60.39</b>	<b>495.79</b>	<b>1,218.20</b>	<b>(113.63)</b>	<b>19,108.18</b>	<b>18,843.89</b>	<b>15,819.30</b>	<b>66,000.50</b>	<b>61,714.27</b>
6	<b>Tax Expenses</b>										
	a) Current Tax	343.01	20.16	-	406.68	-	5,157.58	4,976.34	5,135.26	17,754.19	17,755.77
	b) Deferred tax	(68.43)	37.14	(22.22)	(10.80)	29.18	(51.87)	7.24	(80.62)	(54.49)	(51.99)
	<b>Total Tax Expenses</b>	<b>274.58</b>	<b>57.30</b>	<b>(22.22)</b>	<b>395.88</b>	<b>29.18</b>	<b>5,105.71</b>	<b>4,983.58</b>	<b>5,054.64</b>	<b>17,699.70</b>	<b>17,703.78</b>
7	<b>Net profit/(loss) after tax (5-6)</b>	<b>752.89</b>	<b>3.09</b>	<b>518.01</b>	<b>822.32</b>	<b>(142.81)</b>	<b>14,002.47</b>	<b>13,860.31</b>	<b>10,764.66</b>	<b>48,300.80</b>	<b>44,010.49</b>
8	Other comprehensive income/(loss) (net of tax)	60.09	(72.64)	(240.82)	(160.07)	(78.19)	(1,562.41)	(42.18)	(72,078.93)	(7,872.25)	(61,739.99)
9	<b>Total comprehensive income for the period(7+8)</b>	<b>812.98</b>	<b>(69.55)</b>	<b>277.19</b>	<b>662.25</b>	<b>(221.00)</b>	<b>12,440.06</b>	<b>13,818.13</b>	<b>(61,314.27)</b>	<b>40,428.55</b>	<b>(17,729.50)</b>
10	Paid-up equity share capital (Face Value of Rs.2/-each)	10,153.03	10,153.03	9,525.03	10,153.03	9,525.03	10,153.03	10,153.03	9,525.03	10,153.03	9,525.03
11	Reserves excluding Revaluation Reserves as per balance sheet of previous accounting year					48,555.85					273,121.11
12	<b>Earnings per share</b> (Face value of Rs.2/-each) (not annualized)										
	a) Basic (in Rs.)	0.15	0.001	(0.11)	0.16	(0.03)	2.76	2.73	2.26	9.51	9.24
	b) Diluted (in Rs.)	0.15	0.001	(0.11)	0.16	(0.03)	2.76	2.73	2.26	9.51	9.24

**Notes:**

- The above results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company at its meeting held on 28th June 2021.
- The above financial results have been prepared in accordance with Ind AS notified under the companies (Indian accounting standards) rules, 2015.
- The Company operates in two segments i.e, Digital Marketing and Software Development.
- The figures of the last quarter are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year
- The figures for the previous period/year have been regrouped/reclassified, wherever necessary.
- The Board of Directors have recommended a Final Dividend of Rs. 0.05 /- per equity share of Rs. 2/- each for the Financial Year 2020-21, subject to the approval of Shareholders in their ensuing Annual General Meeting.



For BRIGHTCOM GROUP LIMITED

M.SURESH KUMAR REDDY

Chairman and Managing Director

DIN: 00140515

Place : HYDERABAD

Date : June 28, 2021

## Statement of Assets &amp; Liabilities

(Rs. In Lakhs)

Sl.No.	Particulars	Standalone		Consolidated	
		As at	As at	As at	As at
		31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
		(Audited)	(Audited)	(Audited)	(Audited)
	<b>ASSETS</b>				
1	<b>Non-current assets</b>				
	Property, plant and equipment	67.10	85.51	1,923.11	2,227.15
	Capital work in Progress	-	-	17,530.88	13,578.20
	Investment property	21.95	21.95	21.95	21.95
	Goodwill on consolidation	-	-	-	-
	Other intangible assets	0.52	3.00	69,966.39	67,271.98
	Intangible assets under development	-	-	14,657.33	13,189.38
	Financial assets	-	-	-	-
	- Investments	50,888.68	50,888.68	35,563.21	25,114.65
	- Loans	19.91	20.66	9,756.15	10,007.26
	- Other financial assets	164.45	164.45	1,450.19	1,660.05
	Deferred tax assets (net)	212.84	203.36	419.37	383.15
	Non-current tax assets (net)	52.04	68.37	52.04	68.37
	Other non-current assets	-	-	3,169.50	3,074.20
	<b>Total non-current assets</b>	<b>51,427.49</b>	<b>51,455.97</b>	<b>154,510.12</b>	<b>136,596.33</b>
2	<b>Current assets</b>				
	Financial assets				
	- Trade receivables	18,266.39	21,604.07	111,912.99	97,471.15
	- Cash and cash equivalents	19.80	18.19	12,646.22	11,894.27
	- Other bank balances	5.57	5.57	5.57	5.57
	- Loans	11,519.99	10,553.80	72,893.42	65,259.94
	- Other financial assets	57.36	32.57	57.36	32.57
	Other current assets	2,600.62	1,340.45	17,052.21	15,740.47
	<b>Total current assets</b>	<b>32,469.73</b>	<b>33,554.64</b>	<b>214,567.77</b>	<b>190,403.96</b>
	<b>Total assets</b>	<b>83,897.22</b>	<b>85,010.61</b>	<b>369,077.89</b>	<b>327,000.29</b>
	<b>EQUITY AND LIABILITIES</b>				
	<b>Equity</b>				
	Equity share capital	10,153.03	9,525.03	10,153.03	9,525.03
	Other equity	51,476.27	48,555.85	315,807.85	273,121.11
	<b>Total equity</b>	<b>61,629.30</b>	<b>58,080.88</b>	<b>325,960.88</b>	<b>282,646.14</b>
	<b>LIABILITIES</b>				
1	<b>Non-current liabilities</b>				
	Financial liabilities				
	- Borrowings	9,688.36	9,937.49	-	-
	Other Long - Term liabilities	-	-	-	-
	Deferred tax liabilities (net)	-	-	271.20	290.95
	Provisions	445.51	458.81	974.36	998.02
	<b>Total non-current liabilities</b>	<b>10,133.87</b>	<b>10,396.30</b>	<b>1,245.56</b>	<b>1,288.97</b>
2	<b>Current liabilities</b>				
	Financial liabilities				
	- Borrowings	-	3,602.05	-	3,602.05
	- Trade payables	2,848.08	3,649.05	11,656.39	10,154.04
	- Other financial liabilities	171.04	890.69	171.04	890.69
	Other current liabilities	7,974.02	7,639.78	22,778.92	22,775.57
	Provisions	1,140.91	751.86	7,265.10	5,642.83
	<b>Total current liabilities</b>	<b>12,134.05</b>	<b>16,533.43</b>	<b>41,871.45</b>	<b>43,065.18</b>
	<b>Total equity and liabilities</b>	<b>83,897.22</b>	<b>85,010.61</b>	<b>369,077.89</b>	<b>327,000.29</b>





## Brightcom Group Limited

(Rs. In lakhs)

## Statement of Cash flows(audited)

	Particulars	Standalone		Consolidated	
		Year ended Mar 31,		Year ended Mar 31,	
		2021 Rupees	2020 Rupees	2021 Rupees	2020 Rupees
<b>A.</b>	<b>Cash Flow from Operating Activities</b>				
	Profit Before Tax	1,218.19	(113.63)	66,000.50	61,714.26
	Adjustment for :				
	Add: Depreciation and amortisation expense	23.15	87.55	22,609.24	17,953.00
	Interest Expense		(1,217.48)	-	(1,217.48)
	Allowance for doubtful trade receivables	74.44	(103.82)	(34.65)	6.11
	Investments-written off		-	-	-
	Bad debts -written off		2,548.40	-	2,548.40
	<b>Operating Profit before Working Capital Changes</b>	<b>1,315.78</b>	<b>1,201.02</b>	<b>88,575.09</b>	<b>81,004.29</b>
	Adjustment for Working Capital Changes:				
	Increase/(Decrease) in Short term Borrowings	(3,602.05)	(1,930.08)	(3,602.05)	(1,930.08)
	Increase/(Decrease) in Trade Payables	(800.97)	278.06	1,502.35	1,712.91
	Increase/(Decrease) in other Current Liabilities	152.59	(861.08)	(250.47)	837.19
	Increase/(Decrease) in Others financial liabilities	(719.65)	309.72	(719.65)	309.72
	Increase/(Decrease) in Short-Term Provisions	389.05	44.31	733.98	(236.44)
	Decrease/(Increase) in Trade Receivables	3,263.24	(1,284.88)	(14,407.19)	(11,047.98)
	Decrease/(Increase) in Short-Term Loans and Advances	(966.20)	1,298.55	(7,633.48)	(30,591.14)
	(Increase)/Decrease in Other Financial Assets	(24.79)	9.87	(24.79)	9.87
	(Increase)/Decrease in other Current Assets	(1,260.17)	142.10	(1,311.76)	(12,132.35)
	<b>Cash Flow from Operating Activities</b>	<b>(2,253.17)</b>	<b>(792.41)</b>	<b>62,862.03</b>	<b>27,935.99</b>
	Less: Taxes paid	72.17	-	16,865.90	19,030.44
	<b>Net Cash Flow from Operating Activities(A)</b>	<b>(2,325.34)</b>	<b>(792.41)</b>	<b>45,996.13</b>	<b>8,905.55</b>
<b>B.</b>	<b>* Cash Flow from Investing Activities</b>				
	Assets Written off	-	-	-	(416.24)
	Purchase/(Increase) of Fixed Assets	(2.27)	-	(443.22)	-
	Investment in Subsidiary /Joint Venture	-	-	-	-
	(Increase)/Decrease in Non-Current Investments	-	-	(10,448.56)	-
	(Increase)/Decrease in Capital Work in Progress	-	-	(17,530.88)	(13,578.20)
	(Increase)/Decrease in Intangibles under development	-	-	(14,657.33)	(13,189.38)
	<b>Net cash flow from investing activities(B)</b>	<b>(2.27)</b>	<b>-</b>	<b>(43,079.99)</b>	<b>(27,183.82)</b>
<b>C.</b>	<b>Cash Flows from Financing Activities</b>				
	Interest Paid				
	Increase/(Decrease) in Share premium	2,512.00	-	2,512.00	-
	Increase/(Decrease) in share capital	628.00	-	628.00	-
	Increase/(Decrease) in Reserves	-	-	-	-
	Increase/(Decrease) in Foreign Currency Fluctuation Reserve	(411.85)	737.55	(5,466.22)	16,477.27
	Increase/(Decrease) in long term provision	(10.65)	59.06	(218.49)	(13.60)
	(Increase)/Decrease in Deferred tax Asset(Net)	1.33	1.89	18.28	19.52
	Increase/(Decrease) in Deferred tax Liabilities(Net)		-	(19.75)	(1.77)
	(Increase)/Decrease in Long term loans and advances	0.75	7.88	251.11	3,815.93
	(Increase)/Decrease in Non current Other Financial Assets		-	209.86	(285.61)
	(Increase)/Decrease in Other Non - Current tax Assets(Net)	(390.36)	(5.67)	16.32	(5.67)
	(Increase)/Decrease in Other Non - Current Assets			(95.30)	(91.42)
	<b>Net cash flow from financing activities C</b>	<b>2,329.22</b>	<b>800.71</b>	<b>(2,164.19)</b>	<b>19,914.65</b>
	Cash and cash equivalents at beginning of year	23.76	15.46	11,899.84	10,263.47
	Net change in cash ( A+B+C)	1.61	8.30	751.95	1,636.38
	Cash and cash equivalents at period ended 31st March'2022	25.37	23.76	12,651.79	11,899.84



## BRIGHTCOM GROUP LIMITED (NSE&amp;BSE - BCG )

(Formerly Lycos Internet Limited)

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## REPORTING OF SEGMENT WISE REVENUE, RESULTS , SEGMENT ASSETS &amp; SEGMENT LIABILITIES(CONSOLIDATED)

All amounts in Indian Rupees Lakhs

Sl.No.	Particulars	Consolidated				
		Quarter Ended	Quarter Ended	Quarter Ended	Year Ended	
		31-Mar-2021 (audited)	31-Dec-2020 (Unaudited)	31-Mar-2020 (audited)	31-Mar-2021 (audited)	31-Mar-2020 (audited)
<b>1</b>	<b>Segment Revenue</b>					
	(a) Digital Marketing Segment	61,678.46	79,612.96	50,473.92	249,484.18	223,385.83
	(b) Software Development Segment	8,258.02	8,241.79	12,351.25	36,095.64	45,846.01
	<b>Total Sales/ Income from Operations</b>	<b>69,936.48</b>	<b>87,854.75</b>	<b>62,825.17</b>	<b>285,579.82</b>	<b>269,231.84</b>
	Less: Inter Segment Revenue					
	<b>Net Sales/ Income from Operations</b>	<b>69,936.48</b>	<b>87,854.75</b>	<b>62,825.17</b>	<b>285,579.82</b>	<b>269,231.84</b>
<b>2</b>	<b>Segment Results - Profit (+) / Loss (-) before tax and interest</b>					
	(a) Digital Marketing Segment	18,038.21	18,827.37	15,304.04	64,843.25	61,908.16
	(b) Software Development Segment	584.65	181.32	671.83	1,167.86	435.91
	<b>Total</b>	<b>18,622.87</b>	<b>19,008.69</b>	<b>15,975.87</b>	<b>66,011.11</b>	<b>62,344.07</b>
	Less: Interest	(485.31)	164.80	156.57	10.61	629.80
	<b>Total Profit (+) / Loss (-) before tax</b>	<b>19,108.18</b>	<b>18,843.89</b>	<b>15,819.30</b>	<b>66,000.50</b>	<b>61,714.27</b>
<b>3</b>	<b>Segment Assets</b>					
	(a) Digital Marketing Segment	340,445.34	328,974.10	297,013.95	340,445.34	297,013.95
	(b) Software Development Segment	28,632.55	29,531.12	29,986.34	28,632.55	29,986.34
	<b>Total segment assets</b>	<b>369,077.89</b>	<b>358,505.22</b>	<b>327,000.29</b>	<b>369,077.89</b>	<b>327,000.29</b>
	<b>Segment liabilities</b>					
	(a) Digital Marketing Segment	27,741.06	28,457.85	27,760.64	27,741.06	27,760.64
	(b) Software Development Segment	15,375.96	16,272.73	16,593.51	15,375.96	16,593.51
	<b>Total segment liabilities</b>	<b>43,117.01</b>	<b>44,730.58</b>	<b>44,354.15</b>	<b>43,117.01</b>	<b>44,354.15</b>

For BRIGHTCOM GROUP LIMITED



M.SURESH KUMAR REDDY  
Chairman and Managing Director

DIN: 00140515

Place : HYDERABAD  
Date : June 28, 2021





**P C N & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
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Ground Floor, Software Layout Unit  
Cyberabad, Hyderabad - 500 081.

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E-mail : pcnassociates@yahoo.com

**INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF STANDALONE  
FINANCIAL RESULTS**

**TO**  
**THE BOARD OF DIRECTORS OF**  
**M/s. Brightcom Group Limited**

**Opinion:**

We have audited the accompanying standalone quarterly financial results of M/s. **Brightcom Group Limited** for the three months and year ended March 31, 2021 ("the Statement"/"Standalone Financial Results"), being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("The Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the statement:

- a. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- b. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the three months and year ended March 31, 2021.

**Basis for Opinion:**

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results 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 together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Sopale*





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Emphasis of Matter Paragraph:

1. The Company has branch operations at USA having total asset of Rs. 321,89,06,337/- and total turnover of Rs. 309,78,87,768/- for the financial year 2020-2021.
2. With respect to income tax the company has a certain appeals pending with the appropriate authorities.

Our opinion is not modified in respect of above emphasis of matter paragraph.

### Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year to date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.





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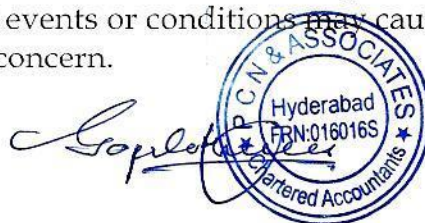
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### **Auditor's Responsibilities for the Audit of the Standalone Financial Results**

Our objectives are to obtain reasonable assurance about whether the standalone financial results 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 results.

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 results, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 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 financial results 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.







## **P C N & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

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- Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Standalone Financial Results of the Company to express an opinion on the Standalone Financial Results.

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.

For P C N & Associates  
Chartered Accountants  
Firm Regn No. 016016S

**K Gopala Krishna**  
Partner

Membership No. 203605

UDIN: 21203605AAAAGI3354



Place: Hyderabad

Date: 28-06-2021



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**INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL RESULTS**

**THE BOARD OF DIRECTORS OF  
M/s. Brightcom Group Limited**

**Opinion**

We have audited the accompanying Statement of Consolidated Financial Results of M/s. Brightcom Group Limited ("Holding company") and its subsidiary (holding company and its subsidiary together referred to as "the Group"), for the three months and year ended March 31, 2021 ("the statement"/"Consolidated Financial Results"), being submitted by the holding company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("The Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the statement:

Includes the results of the following entities:

- a. Ybrant Media Acquisition Inc
- b. Online Media Solutions Limited
- c. International Expressions Inc
- d. Dream AD SA Panama
- e. Ybrant Digital Servicos De Publicidade Ltd
- f. LGS Global FZE
- g. Ybrant Digital (Brasil) Limited
- h. Frontier Data Management Inc
- i. Dream AD SA Argentina
- j. Dyomo Corporation
- k. Get Media Mexico Socidadanonima De Capital Variable, Mexico
- l. Dream AD SA Chile
- m. Dream AD SA Uruguay
- n. Max Interactive Pty Ltd
- o. LIL Projects Private Limited
- p. YReach Media Private Limited

- (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and







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- (ii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under section 133 of the Companies Act 2013 ("the Act") read with relevant rules issued thereunder and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the three months and year ended March 31,2021.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and interim Financial Statements furnished to us by the Board of Directors referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matter Paragraph:**

1. The Company has branch operations at USA having total asset of Rs.321,89,06,337 and total turnover of Rs. 309,78,87,768/- for the financial year 2020-2021.
2. With respect to income tax the company has a certain appeals pending with the appropriate authorities.
3. The subsidiary company M/s. Ybrant Media Acquisition Inc has acquired M/s. Lycos Inc.,  
M/s. Ybrant Media Acquisition Inc has dispute in respect of consideration of USD 16 Million for acquisition of M/s. Lycos Inc., to Daum Global Holdings Corporation and the district court of New York has given judgment to handover back 56 % equity in M/s. Lycos Inc to M/s. Daum Global Holdings Corporation and the concern matter is pending as on date.







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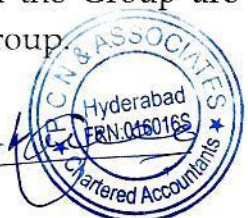
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### **Board of Directors' Responsibilities for the Consolidated Financial Results**

These Consolidated financial results have been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates and jointly controlled entities 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 consolidated financial results 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 financial results by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial results, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group 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 are responsible for overseeing the financial reporting process of the Group.





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### **Auditor's Responsibilities for the Audit of the Consolidated Financial Results**

Our objectives are to obtain reasonable assurance about whether the consolidated financial results 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 results.

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 results, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 and its associates and jointly controlled entities 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




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results 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 and its associates and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated Financial Results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial results of which we are the independent auditors 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. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

*Signature*





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### Other Matters

The consolidated Financial Results includes 14 subsidiaries financial statements which are not audited by us, whose interim Financial Statements reflect Group's share of total assets of Rs.34,89,74,30,610/- before the eliminations as at 31st March 2021, Group's share of total revenue of Rs. 24,89,55,90,957/- before the eliminations and Group's share of total net profit after tax of Rs. 474,76,91,257/- for the quarter ended 31st March 2021 and for the period from 01-04-2020 to 31-03-2021, as considered in the consolidated Financial Results. These interim financial statements and other financial information have been received from the respective subsidiaries. The management of the company has converted them into reporting currency and consolidated as per the Ind AS and furnished to us, and our opinion on the quarterly financial results and year to date results, to the extent they have been derived from such interim financial statements is based solely on them.

Our opinion on the Consolidated Financial Results is not modified in respect of the above other matters.

For P C N & Associates  
Chartered Accountants  
Firm Regn No. 016016S

  
K Gopala Krishna  
Partner  
Membership No. 203605  
UDIN: 21203605AAAAGJ6143



Place: Hyderabad  
Date: 28-06-2021



June 28, 2021

**BSE Limited**

P. J. Towers, 25<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400001.  
Scrip Code: **532368**

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400051.  
Symbol: **BCG**

Dear Madam/Sir,

**Sub: Declaration pursuant to Regulation 33(3)(d) of the SEBI (LODR) Regulations, 2015.**

**DECLARATION**

I, M. Suresh Kumar Reddy, Chairman & Managing Director of Brightcom Group Limited (CIN: L64203TG1999PLC030996) having its registered office at Floor No.5, Fairfield by Marriott, Road No. 2, Nanakramguda, Gachibowli, Hyderabad - 500 032, Telangana, India, hereby declare that P C N & Associates, Chartered Accountants (FRN: 016016S) Statutory Auditors of the Company have issued an Audit Report with "unmodified opinion" on the audited financial results of the Company (Standalone & Consolidated) for the quarter & year ended on March 31, 2021.

This declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements), 2016, vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular no. CIR/CFD/CMD/56/2016 dated May 27, 2016.

Request you to take the same on record and oblige.

Thanking you.

Yours faithfully,

for **BRIGHTCOM GROUP LIMITED**

**M. SURESH KUMAR REDDY**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00140515**

