



BHARATIYA GLOBAL INFOMEDIA LIMITED

(An ISO:9001-2008 Company)

Futuristic Innovative Technology, Benefitting People-That is our Business

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia
Chairman cum Managing Director

Mr. Sanjeev Kumar Mittal
Executive Director

Mr. Harjit Singh Anand
Director

Mr. Sanjay Kapoor
Director

Mrs. Arti Bhatia
Director

Mrs. Aarti Jain
Director

COMPANY SECRETARY

Mr. Kumar Pushkar

AUDITORS

M/s SNMG & Co.
Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.
Chartered Accountants

BANKERS

Bank of Maharashtra
Yes Bank

CORPORATE OFFICE

B-66, Sector-60,
Noida-201301
Uttarpradesh (U.P.), India.
Tel: 0120-4227792
Fax: 0120-4227791
Website: www.bgilinfo.com

REGISTERED OFFICE

B-13 LGF,
Amar Colny,
Lajpat Nagar-IV,
New Delhi-110024

REGIONAL OFFICE

B-504, Morya House,
New Link Road,
Behind Crystal Plaza,
Oshiwara Andheri (W),
Mumbai-400 053

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare (P) Ltd.
Plot No. 17-24, Vithal Rao Nagar
Madhapur, Hyderabad-500086
Hyderabad

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Notice

NOTICE is hereby given that the 19th Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held at 1.00 P.M. on Tuesday, the 24th December 2013, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the **Audited Balance Sheet** of the Company as at 30th June, 2013, Statement of **Profit & Loss Account** for the period ended on that date together with Reports of Directors and Auditors thereon.
2. To re- appoint **Mr. Sanjay Kapoor**, Director of the company who retires by rotation and being eligible, offer himself for re-appointment.
3. To re- appoint **Mr. Harjit Singh Anand**, Director of the company who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint Auditors in place of retiring Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT M/s K. Prasad & Co., Chartered Accountants** (Firm No. 002755N) be and are hereby appointed as Statutory Auditors of the Company in place of M/s SNMG & Co., Chartered Accountant, to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of next annual general meeting, on such remuneration and method of payment as may be decided by the Board of Directors or the committee thereof.”

Special Business

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

“**RESOLVED THAT Ms. Aarti Jain**, who was appointed as an Additional Director of the Company by the Board on 14th November, 2013 and who holds the office as per Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

FURTHER RESOLVED THAT any of the Director or Company secretary of the company either individually and/or severally be and is hereby authorized to do all acts, deeds and things as may be deemed necessary to give effect to the forgoing resolution”

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

“**RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions**, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approval of the Central Government or any statutory authorities, as may be required, consent be and is hereby accorded to the Board of Directors to revise the remuneration payable, within a limit specified in the explanatory statement, to **Mr. Rakesh Bhattia, Chairman cum Managing Director** of the Company, as they may decide from time to time”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.”

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approval of the Central Government or any statutory authorities, as may be required, consent be and is hereby accorded to the Board of Directors to revise the remuneration payable, within a limit specified in the explanatory statement, to **Mr. Sanjeev Kumar Mittal, Wholetime Director** of the Company, as they may decide from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for the purpose of giving effect to these resolutions.

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

"RESOLVED THAT pursuant to Sections 372A and other applicable provisions, if any, of the Companies Act, 1956 or any re-enactment thereof; any other law for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the company be and is hereby accorded to the Board of Director of the Company (hereinafter referred to as "the Board", which term shall be deemed to include a committee of the Board of Directors or persons authorized by the Board of Directors) to make/give from time to time, loans, advances, deposits, investment in shares, debentures and/or other securities of any body corporate or in any manner as may be permissible by law, and to give on behalf of the Company, any guarantee and/ or provide any security in connection with any loan made by any other person to or any other person by any body corporate for an amount of upto 20% of Net worth of the Company over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company, i.e. the amount permissible u/s 372A of the Companies Act, 1956."

RESOLVED FURTHER THAT the aforesaid loans/ investments etc. by the company shall be out of internal accruals or in such other manner as the Board thinks appropriate and the Board be and is hereby authorized to finalize the terms of the aforesaid loans / investments/ guarantees and to settle any question or doubt that may arise in relation to the above and to execute such deeds, agreements, documents and writings and to do all such acts, matters, deeds and things as may be necessary or desirable to implement this resolution or otherwise considered by the Board to be in the best interests of the Company."

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

"RESOLVED THAT the consent of the company be and is hereby accorded to the Board of Directors **under section 180(1)(c) of the Companies Act, 2013** (this section was notified with immediate effect from 12.09.2013, corresponding to section 293(1)(d) of Companies Act, 1956) to borrow any sum or sums of money from time to time notwithstanding that the money and monies to be borrowed together with moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the company, provided, however that the total amount so borrowed shall not exceed the sum of 20% of Net worth of the company over and above aggregate of the paid- up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, i.e. the amount permissible u/s 180(1)(c) of the Companies Act, 2013."

10. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the **Companies Act,1956** and other applicable rules, regulations, guidelines and other Statutory provisions for the time being in force, approval of the Members of the Company be and is hereby accorded to the Actual utilization of revised IPO proceeds as on 30th June, 2013 and 26th November, 2013 as set out hereunder:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 30th June, 2013	Utilization till 26th November, 2013
1	Setting up our Offices	989.60	989.60	691.15	661.15
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
4	Upgradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5	General Corporate	650.00	711.39	711.39	711.39
6	Expansion of R & D	656.73	472.75	432.19	462.19
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1079.87	1079.87
8	Cash & Ecrow Bank Account & Investment ICD	-	-	650.01	650.01
	Total	5553.08	5553.08	5553.08	5553.08

FURTHER RESOLVED THAT for the purpose of this resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may be in this regard and incidental thereto, without being required to seek any further consent approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Other Officer(s) /Authorized Representative (s) of the Company to give effect to the aforesaid resolution.

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**

Sd/-
Kumar pushkar
Company Secretary

Place : New Delhi
Date : 27th November, 2013

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
6. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.
7. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, KARVY COMPUTERSHARE (P) LTD.
8. The Company's Register of Members and the Transfer Books will remain closed from 23rd December, 2013 to 24th December, 2013 (both days inclusive).
9. Re-appointment of Directors at the ensuing Meeting, Mr. Sanjay Kapoor and Mr. Harjit Singh Anand, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment. The details pertaining to Mr. Sanjay Kapoor and Mr. Harjit Singh Anand required to be provided pursuant to the requirements of Clause 49 of the listing agreement are furnished as annexure attached to this notice.
10. 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 Company / Registrars and Transfer Agents, KARVY COMPUTERSHARE (P) LTD.
11. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the special business to be transacted at the Meeting is annexed hereto.
12. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.
13. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
14. No gifts will be distributed at the annual general meeting.
15. In order to save the natural resources Members are requested to register their e-mail address/addresses with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar & Transfer Agent if the shares are held in physical form in case you have not registered your email ids till now.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Ms. Aarti Jain was appointed as an Additional Director of the company by the Board of Directors in their meeting pursuant of section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, the term of office of the said Additional Director expires at the ensuing Annual General Meeting of the Company, but are eligible for appointment.

The Company is in receipt of the notice in writing pursuant to Section 257 of the Companies Act, 1956 proposing the candidature of Ms. Aarti Jain for the office of Director of the Company.

None of the Directors except Ms. Aarti Jain is concerned or interested in the resolution set at **Item No.5** of the Notice.

Item No. 6

The Board of Directors of the Company are hereby given the discretionary power by the shareholders to revise the remuneration from time to time of Mr. Rakesh Bhatia, Chairman cum Managing Director of the Company, within the limit specified in Schedule XIII of the Companies Act, 1956 and as per the terms and conditions decided by the Board.

Members' approval is required for the proposed revision in the remuneration payable to Mr. Rakesh Bhatia.

Details of remuneration are:

1. Salary up to Rs. 2,00,000 p.m.
2. Perquisites / Allowances

- Housing :

House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity, Water, Soft furnishing, hard furnishing & repairs, helpers allowances, and security services.

- Medical Expenses :

Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing homes & surgical charges for himself & family including premium on medical insurance.

- Travel Concession / Assistance :

Travel Concession / Assistance (domestic & overseas) in respect of himself and family.

- Club fees :

Reimbursement of membership fee for the clubs in India, including admission and life membership fee.

- Personal Accident Insurance :

Personal Accident Insurance policy as per rules of the Company.

- Contribution to Provident Fund, Superannuation Fund & Annuity Fund :

Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.

- Gratuity :

Gratuity as per the rules of the Company.

- Leave :

Leave with full pay or encashment thereof, as per the rules of the Company.

- Conveyance Facilities :

Company's Car for personal & official purpose, maintenance, running & up-keeping of motorcar including the salary and wages of Chauffeur.

- Communication facilities :

Telephone, Telefax & other communication facilities at residence.

- Other Perquisites :

Subject to overall ceiling on remuneration, the Managing Directors may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

Contribution to Provident fund and superannuation fund to extent these either singly or put together not taxable under the income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid;

The Board recommends the resolution set out at **item No. 6** of the notice for your approval.

Save and except Mr. Rakesh Bhatia and Mrs. Arti Bhatia, none of the other Directors of the Company are, in any way concerned or interested in the resolution.

Item No. 7

The Board of Directors of the Company are hereby given the discretionary power by the shareholders to revise the remuneration from time to time of Mr. Sanjeev Kumar Mittal, Wholetime Director of the Company, within the limit specified in Schedule XIII of the Companies Act, 1956 and as per the terms and conditions decided by the Board.

Members' approval is required for the proposed revision in the remuneration payable to Mr. Sanjeev Mittal.

Details of remuneration are:

1. Salary up to Rs. 1,50,000 p.m.

2. Perquisites / Allowances

- Housing :

I House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity, Water, Soft furnishing, hard furnishing & repairs, helpers allowances, and security services.

- Medical Expenses :

Reimbursement of actual medical expenses incurred in India and / or abroad including hospitalization, nursing homes & surgical charges for himself & family including premium on medical insurance.

- Travel Concession / Assistance :

Travel Concession / Assistance (domestic & overseas) in respect of himself and family.

- Club fees :

Reimbursement of membership fee for the clubs in India, including admission and life membership fee.

- Personal Accident Insurance :

Personal Accident Insurance policy as per rules of the Company.

- Contribution to Provident Fund, Superannuation Fund & Annuity Fund :

Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.

- Gratuity :

Gratuity as per the rules of the Company.

- Leave :

Leave with full pay or encashment thereof, as per the rules of the Company.

- Conveyance Facilities :

Company's Car for personal & official purpose, maintenance, running & up-keeping of motorcar including the salary and wages of Chauffeur.

- Communication facilities :

Telephone, Telefax & other communication facilities at residence.

- Other Perquisites :

Subject to overall ceiling on remuneration, the Wholetime Directors may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

Contribution to Provident fund and superannuation fund to extent these either singly or put together not taxable under the income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites or allowances aforesaid;

The Board recommends the resolution set out at **item No. 7** of the notice for your approval.

Save and except Mr. Sanjeev Kumar Mittal, none of the other Directors of the Company are, in any way concerned or interested in the resolution.

Item No. 8

The proposed special resolution pertains to increase in the limit of the investments that can be made by the Company upto 20% of Net worth of the company over and above the higher of (a) 60% of the paid-up share capital & free reserves, or (b) 100% of the free reserves of the Company, i.e. the amount permissible u/s 372A of the Companies Act, 1956.

In order to cater the need of capital infusion in the business of the company from time to time for the growth plans; deployment of surplus funds under treasury operations; and investment in securities of other companies, it is proposed to seek your approval to authorize the Board of Directors to make/give, from time to time, loans, advances, deposits, investment in shares, debentures and/or other securities of any body corporate or in any manner as may be permissible by law, and to give on behalf of the company, any guarantee and/or provide any security in connection with any loan made by any person to or any other person by any body corporate for an amount specified above.

The Resolution as set out in **item No. 8** of the Notice will be placed before the Meeting for the approval of the Members.

None of the Directors of the Company is in any way, concerned or interested in the proposed resolution.

Item No. 9

The Company, in order to maintain its competitiveness in the market, needs to invest in its business and match competitors' reach, gain better incremental market share and maintain its growth . The growth in business would require additional funds. Hence, the mobilisation of funds by the Company will substantially increase. Therefore it is considered desirable to increase the limit of borrowings upto 20% of Net worth of the company over and above aggregate of the paid- up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, i.e. the amount permissible u/s 180(1)(c) of the Companies Act, 2013. This limit does not include the temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business.

The Company might be required to mortgage and/or create charge on the movable and immoveable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) and trustee(s) for securing the borrowings of the Company availed/ to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (issued/to be issued by the Company), from time to time, subject to the limits approved by members under Section 180 (1) (c) of the Act.

The Resolution as set out in **item No. 9** of the Notice will be placed before the Meeting for the approval of the Members.

None of the Directors of the Company is in any way, concerned or interested in the proposed resolution.

Item No. 10

The members at the Annual General Meeting of the Company held on 27th August, 2010 had approved the Initial Public Offer ("IPO") of the Equity Shares of the Company. Accordingly, the Company had made the IPO through 100% book building route pursuant to Prospectus dated 16th July, 2011. Pursuant to the IPO, the Company had allotted 67, 20,000 Equity Shares of Rs.10/- each at a price of Rs.82/- per Equity Share (including a Premium of Rs.82/- per share) aggregating Rs. 55,10,40,000.

In the Prospectus dated 16th July, 2011, the Company had specified certain business plans and requirement of funds for the same along with the utilization of the IPO proceeds under the section titled "Objects of the Issue", as the funds requirement and its deployment were dependant on several factors which were not in the control of Company's management. The funds requirement was based on the prevailing business plan of the Company, economic scenario and estimated future outlook.

In view of the dynamic and diversified nature of the industry in which the Company operates, it may have to revise the business plan from time to time to ensure profitable growth of the Company and enhance shareholder's wealth. Pursuant to the provisions of Section 61 of the Companies Act, 1956, the Company shall not vary the terms referred to in the Prospectus except subject to the approval of or except on authority given by the Company in General meeting. Accordingly the members through Postal ballot dated 15th March, 2012, approved/ratified the terms referred to in the prospectus dated 16th July, 2011 filed by the Company with Registrar of Companies, NCT Delhi & Haryana, including to vary and/or revise the

terms and conditions of the documents/contracts mentioned in the Prospectus, to enter into new documents/contracts including raising/giving of Inter-Corporate Deposits in connection with the Objects of the IPO, to vary and/or revise the utilization of the IPO proceeds made in pursuance of the said Prospectus and to utilize the proceeds from the IPO for the purposes other than those mentioned in the Prospectus.

The Company has received an ex-parte ad interim order dated 28th December, 2011 from the SEBI and the reply for the same has been filed by the Company from time to time and has also attended the personal hearing.

Further, details of the utilization of funds have been regularly disclosed in each quarter along with the Financial results submitted with the Stock Exchange(s) as per the requirement of Listing Agreement.

The Actual utilization of revised IPO proceeds till 30th June, 2013 and 26th November, 2013 are as under:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 30th June, 2013	Utilization till 26th November, 2013
1	Setting up our Offices	989.60	989.60	691.15	661.15
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
4	Upgradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5	General Corporate	650.00	711.39	711.39	711.39
6	Expansion of R & D	656.73	472.75	432.19	462.19
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1079.87	1079.87
8.	Cash & Ecrow Bank Account & Investment ICD			650.01	650.01
	Total	5553.08	5553.08	5553.08	5553.08

Hence the Board so as to best utilize the available opportunities, maximize the return on investment for the members and future growth of the Company recommends the Special Resolution set out at **Item No.10** of the accompanying notice for approval of members.

The Directors of the Company may be deemed to be interested in the resolution to the extent of their respective holdings in the equity shares of the Company.

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**

Sd/-
Kumar pushkar
Company Secretary

Place : New Delhi
Date : 27th November, 2013

DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/RE-APPOINT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED ARE AS FOLLOWS

NAME	SANJAY KAPOOR	HARJIT SINGH ANAND	AARTI JAIN
DATE OF BIRTH	19/08/1960	23/03/1965	29/09/1978
DATE OF APPOINTMENT	01/09/2010	01/09/2010	14th November, 2013
DIRECTORSHIP HELD IN OTHER COMPANIES	A to Z BARTER PRIVATE LIMITED A To Z RESORTS PRIVATE LIMITED	BGIL FILMS & TECHNOLOGIES LIMITED	NIL
MEMBERSHIPS/ CHAIRMANSHIPS OF COMMITTEES ACROSS PUBLIC COMPANIES	-	3	-
BRIEF PROFILE COVERING EXPERIENCE, ACHIEVEMENTS ETC	Possesses over 23 years of experience in Corporate Accounting & Finance, Information Technology, Investment Banking and Taxation. During this total 22 years of experience he has been promoting various Companies. He has been a Practicing Chartered Accountant since 1988.	He is Chairman of MRCC Human Rights Deptt. And member of Indian Merchant Chamber of Commerce & Industry . Also have a vast experience in various field including Entertainment Industry.	Being a Practicing Company Secretary she is having a vast experience in legal, Secretarial and consultancy services.
QUALIFICATIONS	Commerce Graduate and a fellow member (FCA) of the Institute of Chartered Accountants of India (ICAI)	PHD in International Business Management from Canterbury UK	Qualified Company Secretary
SHARES HELD IN THE COMPANY	45652	1000	Nil

Director's Report

Dear Shareholders,

The Board of Directors hereby presents the Nineteenth Annual Report together with the audited Standalone & Consolidated financial Statements for the financial year ended on 30th June, 2013.

FINANCIAL PERFORMANCE

The Financial results of the Company for the period under review are as summarized below:

Particulars	For the Financial Year Ended 30th June 2013	For the Financial Year Ended 30th June 2013	For the Financial Year Ended 31st March 2012	For the Financial Year Ended 31st March 2012
	Standalone	Consolidated	Standalone	Consolidated
Income from Operations	547,331,653	547,331,653	644,486,952	644,486,952
Other Income	815,778	1,447,278	5,535,338	5,535,338
Total Income	555,837,474	556,468,974	650,005,609	650,005,609
Total Expenditure	555,837,474	546,655,758	632,850,090	634,215,209
Profit before Tax	9,925,024	9,813,216	17,155,519	15,790,400
Less : Provision for taxation	1,991,213	1,991,213	3,116,946	3,116,946
Less : Deferred Tax	(1,308,167)	(894,305)	1,085,002	663,180
Profit after Tax	10,261,017	9,735,347	12,953,571	12,010,274
Profit after tax and extra ordinary items	10,167,763	9,642,093	11,680,553	10,737,256
Add : Balance at the beginning of the period	133,888,128	132,944,831	122,207,575	122,207,575
Surplus available	144,055,892	142,648,185	133,888,128	132,944,831
Amount Transfer to General Reserve	-	-	-	-
Surplus carried to Balance Sheet	144,055,892	142,648,185	133,888,128	132,944,831

The Board of Directors of your company state that during the financial year ended on 30th June, 2013, Total Consolidated Revenue for the fiscal year 2012-13 was Rs. 556,468,974 and Profit after tax are Rs. 9,735,347.

YEAR IN RETROSPECT:

During the year Company has extended the current financial year from March 31, 2013 by three months, so as to end on June 30, 2013 and accordingly the financial year 2012-2013 shall comprise of 15 months, i.e. April 01, 2012 - June 30, 2013 therefore submit its Audited Financial Results for above mentioned 15 months period; i.e. April 01, 2012 - June 30, 2013.

Bharatiya Global Infomedia Limited (BGIL) had raised Rs. 55.10 crores through an Initial Public Offer (IPO) in June-July 2011 by issuing 67,20,000 equity shares of Rs. 82 on book building basis. The Public issue was over subscribed by 2.06 times on an overall basis and the Company got successfully listed on both the Stock Exchanges i.e. National Stock Exchange of India (NSE) and Bombay Stock Exchange Limited (BSE).

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) ad interim exparte order WTM/PS/IVD/47/12/2011 dated 28th December, 2011. Details submission have been made by the company and have also appeared in personal hearing in front of Ld. Whole Time Member. The proceed from the Initial Public Offer (IPO) of equity shares have been utilized as follows after taking note of the deviation in utilization of IPO proceeds which were approved by the Shareholders of the company in the Extra Ordinary General Meeting through Postal Ballot for vary and /or revise the terms and conditions of the documents/ contracts and also the utilization of the IPO proceeds as mentioned in the Prospectus. Further SEBI vide its

Order Dated May 7, 2013 has revoked the earlier 'ad interim ex-parte' order dated December 28, 2011 with immediate effect in respect of Mrs. Arti Bhatia, Mrs. Jaya Misra, Mr. Sanjay Kapoor, Mr. Harjeet Singh Anand and Mr. Anil Kapoor and as such there is no pending issues of whatsoever nature, in respect of aforesaid Directors of the Company.

The details of the objective for IPO and its fund deployment status as on 30.06.2013 is as below:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 30th June 2013	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	691.15	298.45
2	Repayment of RBS Loan	269.72	293.12	293.12	0.00
3	IPO Expenses	277.36	312.85	312.85	0.00
4	Upgradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	0.00
6	Expansion of R & D	656.73	472.75	432.19	40.56
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1079.87	161.00
8	Cash & Escrow Bank Account & Investment ICD	-	-	650.01	-
	Total	5553.08	5553.08	5553.08	650.01

Initially the funds have been temporarily deployed as an interim measure to earn interest pending deployment towards object of the issue; out of the total ICD's, During the Period the Company has already recalled Rs. 5,15,00,000 which has been utilized by the Company further, as disclosed to the concerned Stock exchanges(s). The management is aggressively perusing the matter to recover the balance amount at earliest.

DIVIDEND:

Since your Company needs to converse capital at this stage keeping in view its expansion plans, the Board of Directors have decided to plough back the profits achieved in the year under review, into the operations of the Company. Therefore, no dividend is recommended for the year ended June 30th , 2013.

RESERVES:

The Board of Directors do not recommended any transfer to reserves for the period under review.

PUBLIC DEPOSITS

The Company has not accepted any public deposits u/s 58A of the Companies Act , 1956 during the period under review.

DIRECTORS

During the year Ms. Jaya Misra and Mr. Kamal Kishore Singh, Directors of the company, have resigned form the Board of Directors w.e.f. 15th May, 2013 and 14th November, 2013 respectively.

Ms. Aarti Jain was appointed as Independent Additional Director of the company w.e.f. 14th November, 2013.

Further, Mr. Sanjay Kapoor and Mr. Harjit Singh Anand, Directors of the Company retire by rotation and, being eligible, offer themselves for re-appointment at the 19th Annual General Meeting. The Board of Directors recommends the re-appointment of Mr. Sanjay Kapoor and Mr. Harjit Singh Anand, the resolution for their re-appointment as directors of the Company are included in the notice of the Annual General Meeting. None of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act, 1956.

MANAGERIAL REMUNARATION:

Under the able leadership of Mr. Rakesh Bhatia, Chairman cum Managing Director and Mr. Sanjeev Kumar Mittal, Wholetime Director of the Company, the business has seen progress during the year and in the coming years the board is expected to achieve the desired results. In view of the vast experience and valuable contribution made by these Directors towards the growth of the Company, the Shareholders are requested to accord the power to the Board of Directors to revise the remuneration payable to these Directors, as recommended by the remuneration committee, from time to time.

AUDITORS REPORT

The observation made by the Auditors in their report is self explanatory and does not require any clarification.

AUDITORS

M/s K. Prasad & Co. Chartered Accountants, New Delhi, are appointed as Statutory Auditors of the Company in place of M/s SNMG & Co., Chartered Accountant to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of next annual general meeting. The Company received confirmation that their appointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meeting of Section 226 (3) of the Companies Act, 1956, for such appointment.

PARTICULARS OF EMPLOYEES

There is no employees whose particulars are required to be given in the terms of provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CORPORATE GOVERNANCE

The amendments to the Companies Act, 1956 and the listing agreements executed with the Stock Exchanges require compliance with specified Corporate Governance practices. The detailed Report on Corporate Governance approved by the Directors pursuant to clause 49 of the listing agreement with stock exchanges, your company has obtained certificate from the Practicing Company Secretary of the company, for the compliance of the Corporate Governance, which is annexed and forms part of this annual report.

CONSERVATION OF TECHNOLOGY AND ABSORPTION

Since the Company does not own any manufacturing facility, the provision of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Director) Rules 1988, are not applicable.

FOREIGN EXCHANGE EARNINGS & OUTGO

The details of Foreign Exchange Earnings and Outflow during the Year under review are as below:

Particulars	30.06.2013	31.03.2012
Earning in Foreign Currency :		
Sale of Software (Including exchange rate fluctuation gain)0	3,63,73,573	1,72,72,292
Expenditure in Foreign Currency :		
Purchase of Hardware	36,41,720	7,22,049
Foreign Travelling	1,03,454	3,70,000

STATEMENT UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

There is no employee in the Company, drawing salary beyond the limit as specified under section 217 (2A) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT 1956:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, Your Directors wish to state that:

1. That in the preparation of the Annual Accounts for the financial year ended 30th June, 2013 the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. That the Directors had selected the accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of State of Affairs of the Company at the end of the Financial Year and of the profit of the company for the year 2012-2013.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts for the financial year ended 30th June 2013, on a Going Concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the wholehearted cooperation received from the customers and the Bankers of the Company and for the value advice and supported received from the other business Associates.

The Directors also wish to thank all the employees at all the levels for their services.

By the Order of the Board
For **Bharatiya Global Infomedia Limited**

Place : New Delhi
Date : 27 November, 2013

Sd/-
Rakesh Bhatia
(Chairman-cum-Managing Director)

Management Discussion & Analysis Report

FORWARD LOOKING STATEMENTS

The financial statements of the Company have been prepared in compliance with the requirements of the Companies Act, 1956 and the Generally Accepted Accounting Principals (GAAP) in India. The management of the Company accepts the responsibility for the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement have been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substances of transactions and reasonably present the Company's state of affairs of the Company.

BUSINESS REVIEW

ECONOMIC SCENARIO:

Even after more than three years' lapse of double dip recession, major world economies in Europe and U.S.A. have shown no signs of respite. The Indian economy did not remain untouched from the global fall-out, even though it was insulated to some extent. The growth momentum slowed considerably. As against a handsome consistent growth of little over 8% and 8.5% in GDP for the years 2009-10 and 2010-11 respectively, the GDP registered a growth of about 6.5% in the year 2011-12. Also some key economic indicators like industrial production, gross fixed capital formation, current account deficit, depreciation of rupee vis-à-vis US dollar, have given bearish signal. The untamed inflation despite various efforts by the Central Bank, has been a major cause of concern for the Government. All these lead to fiscal deterioration.

SECURITY AND SAFETY MARKET:

According to one estimate, the size of the Security Industry is at around USD 150 billion. As regards to growth, there is a consensus that the Security Industry is growing at 10% - 12% Compound Annual Growth Rate (CAGR). The rapidly growing markets are India, South Africa, China, Middle East, South America and some of the South Asian countries. While the security market in the developed and matured market is showing steady growth at 6% - 8%, its showing remarkable growth over 12% - 15% in Asia and Middle East market.

According to available research report, the size of the total Indian Security and Safety market is around ` 11,000 crores and is expected to grow at an average rate of 25% p.a. Out of this, the share of electronic security solutions market is estimated at 4,800 crores.

One can witness a sea change in people's attitude as they are becoming more conscious about their security and hence investing in security products and services. Though the current market size of electronic security system is Rs.10 billion, it is envisaged to be as large as Rs.22 billion by 2015.

India is driving its economic expansion and emergence into the First World by developing high-tech service industries such as IT, financial and business management. By embracing high-level, leading-edge technologies, India have expanded business opportunities for the electronic security industry.

The market for India combines the organized and unorganized sectors; wherein organized sector comprise only 20% of the market but account for 80% of the revenue generated and is expected to grow handsomely over the next 5-10 years, making India an evolving business market with lot of growth potential still left ahead. Despite, the Indian security industry is set to enter a higher growth trajectory, and offer immense potential for those who are able to find the right mix of price, technology and awareness.

Growth engines for security market are:

- Present security threat perception
- Convergence of Physical Security and IT
- Retail, Multi-level Parking, Residential and Education - Vast and growing applications
- Telecom Technologies - 3G, 4G, Broad band driving applications together with tablets
- Increasing Affordability due to decreasing hardware prices

The Indian Information Technology (IT) & IT Enabled Services (ITES) continue to drive the growth of large office complexes in the country.

OUR BUSINESS

The company is focusing on the sectors such as Parking, Tolling, Railways and Building Security & Automation thru innovative and advanced intelligence integration using in-house technological expertise acquired over the years thru rigorous research and development. Sufficient growth has also been done in the field of media & entertainment industry.

Current business operations consist of IT enabled Intelligent Solutions on RFID & Smart Card technologies and Digital Post Production Studio (Digital Post-Production Studio at Andheri West, Mumbai namely "BGIL Studio"). We have in-house developed number of products and solutions in these technologies and are in a strong position to offer 100% indigenously designed /developed solutions which are fully customizable and integrable to third party platforms. We develop small animated capsules for various projects of the clients. We also design & develop WAP enabled products for clients and mainly focus on building RFID technology. We have received ISO 9001:2008 certificate of compliance in respect of IT based safety security and automation products/solutions.

The Company provides different kind of client based solutions which are as under;

- **Traffic Engineering** includes Parking Management System, Parking Guidance System, Car Counting System Toll Management System, Automatic Parking Ticket Dispensing & Verifier System, License Plate recognition System, Vehicle Surveillance System etc.
- **Facility Management** includes Smart Campus System, Pedestrian Access Control System, Visitor Management System, Canteen Management System, Asset Tracking System, Laptop Tracking System, File Tracking System, Lighting Management System, CCTV (Access Control, Perimeter Fencing) etc.
- **Personnel Management** includes Employee Tracking System, Time-Attendance System, Library Automation & Management System, and Student Information System etc.
- **Custom solutions** includes Automated Binning System, BGIL's Intelligent Converters, GSM based Mast or I/O Controllers, GSM Logic Controller, Boom Barriers, Loop Detectors, LED Panels (single/multi line), other customizable Converters, Counters and Ticket Dispenser etc.

New Products/Solutions

During the current year, the company consolidated its product range and further strengthened its vertical depth so as to offer various derivatives of existing product range. This endeavor enabled us to design & develop Automatic Parking Ticket Dispenser and Parking Exit Verifier which offers import substitute and good marketability.

Also the company invested manpower and time to design & develop solution for Pedestrian Access Control System which has wide acceptability in specific segments of entertainment/amusement parks, historical monuments, corporate building etc wherein visitors entry/exit needs to be regulated and monitored.

Further, the company shall continue to expend their product/solution portfolio and consolidate/strengthen their existing products so as to meet changing requirements of the clients and upgrading technologies.

Realising the growing significance of unified single window purchase decisions of the clients, the company has already initiated the entry into the IBMS market by outsourcing the core development of Building Management System (BMS) during 2011 itself, the delivery of the same has been received and further we are adding more modules & some software interfaces to the same to make it full fledged product. With the completion, expected during coming year, we shall be able to offer full fledged IBMS solutions to our customers along with our other existing product to make it a complete portfolio.

Focused Industrial Segments

Company has been continuously building up its strong relationship with leading Global System Integrators. Till beginning of the year we had successfully executed projects with Honeywell Automation, JCI, Siemens, Schneider

Electric, HCL, Tyco Fire etc . During the year, we further expended this segment and added few more leaders to our list of close affiliates such as WIPRO, Fire-Pro, UTC-Chubb Alba etc.

Company also decided to look beyond these business associates who are mainly catering to Building Security segment and another important vertical i.e. Infrastructure Segment was neglected. Realizing this, the company initiated relationship with leading Infrastructure companies and was successful in making inroads in Pratibha Industries, C & C, NCC Ltd. etc. This focus shall further be strengthened in the coming year and the company's business is expected to grow with these relationships.

Approach to marketing and proposed marketing set-up

Company's growth in recent years has been driven by new client acquisitions as well an increase in revenues from our existing clients. Our senior management are actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels in the client organization. We have own marketing office at Noida and Mumbai and representative offices in Eastern & South Region. Our marketing initiatives include participating in major industry events, sponsoring user group events, analyst briefings and proactively using the media and press to increase awareness of our activities. In addition, we have several technology alliances with leading IT vendors, which typically involve systems integration and in certain cases joint marketing efforts.

In order to have Pan-India foot print and get wider coverage with our products and services, the company has initiated an ambitious plan as below:

- To expend & strengthen relationship with Sales, Service, Projects & Procurement teams of major System Integrators in North, West, South & East Region.
- To identify and formalize relationship with Tier-II System Integrators on State Level (At least one Registered BGIL Business Associate in each state).
- To expend & strengthen relationship with MEP & Procurement teams of major infrastructure companies.

Focused Product Segment		Focused Industry Segment	
Parking Solutions: <ul style="list-style-type: none"> • Shopping Malls • Multi-level Car Parking (MLCP) • State Bus-Terminals * Railways / Airport Parking • Corporate Buildings • Residential Societies Towers 	Pedestrian Access control <ul style="list-style-type: none"> • Universities/Educational Campuses • Recreational / Entertainment Parks • Govt. Historical Monuments/ Buildings • Automatic Fare Collection • IT Campus/ SEZ Campus. 	Education Segment <ul style="list-style-type: none"> • Smart Campus • School Bus Attendance Monitoring Systems • Student Information System • Library Automation System 	Railways <ul style="list-style-type: none"> • RFID Based Locomotive/ Coach Tracking System • Coach Guidance System • Parcel Tracking System • Station Security Systems

Intellectual Property Rights

The company has filed or registered for different 18 products till now for IPRs. The detailed status of IPRs filed and received for various products is as below:

S.No.	Product Name	IPR Status
1	BGIL Toll Management Systems	Registered
2	BGIL Canteen Management System	Registered
3	BGIL Ticket Dispensing System	Registered
4	BGIL Tokenless Two Factor Authentication System	Registered
5	BGIL Asset Tracking System	Registered
6	BGIL Employee Tracking System	Registered

7	BGIL Automatic Number Plate Recognition System	Registered
8	BGIL Parking Management System	Registered
9	BGIL Smart Campus System	Registered
10	BGIL Parking Guidance System	Registered
11	BGIL Laptop Tracking System	Registered
12	BGIL Intelligent Mast Controller	Registered
13	BGIL File Tracking System	Registered
14	BGIL Visitor Management System	Registered
15	BGIL Food Court Management System	Pending
16	BGIL Club Management System	Pending
17	BGIL Student Information System	Pending
18	BGIL Library Automation & Management System	Pending

INTERNAL CONTROL SYSTEM

The Company remains committed to maintain internal control systems and procedures designed to provide reasonable assurance for orderly and efficient conduct of business and security of its assets and for preventing their unauthorized use or disposition and detecting frauds or irregularities, if any. The Company has laid enormous significance to develop internal control systems relating to all aspects of the business and has well-documented Operational Plans & Policies which are key to any organization for operational efficiency at all levels. The internal Control system are designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

INDUSTIRAL RELATION/HUMAN RESOURCE MANAGEMENT

Industrial relations remained cordial and harmonious during the period under review.

RISK AND MANAGEMENT PERCEPTION

The Company faces general risk inherent in any business including political, legal, geographical, economical, environmental etc. and takes appropriate steps to mitigate them and reduce their impact to the extent possible. The Company has continued its drive towards stringent cost cutting measure and adopted continuous review of its activities.

STATUTORY COMPLIANCE

As the Company is proposing new initiatives, therefore, the management is in the process to comply all statutory requirements of the Companies Act, 1956 and other applicable laws, Rules & Regulations. The company has always strived towards compliance of all statutory requirements.

FINANCIAL MANAGEMENT

The management has new vision & style relating to financial aspect & managing funds. Therefore, the management is making plan to control & enhance the business, financial strength of the Company. The Company has a financial management information system in place, which involves preparation of a detailed business plan for the current year & next year. These are reviewed and amended every year.

Report on Corporate Governance

I. Company's philosophy on corporate governance

Effective corporate governance practices constitute the strong foundations on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

Strong leadership and effective corporate governance practices have been the Company's hallmark and it has inherited these from the BGIL culture and ethos. The Company continues to focus its resources, strengths and strategies to achieve its vision of becoming a truly global leader in software services, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamental to the BGIL companies. The Company believes in adopting the 'best practices' that are followed in the area of corporate governance across various geographies.

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. The Company's corporate governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices. The Company has in place an Information Security Policy that ensures proper utilisation of IT resources.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchanges with regard to corporate governance.



II. Board of Directors

2.1 Composition and category of Directors:

The Board of Directors ("Board") is at the core of our Corporate Governance practices and oversees how the management serves and protects the long term interests in all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure highest standards of corporate Governance.

The Board of the Company has an optimum combination of Executive and Independent Non-Executive Directors who have an in-depth Knowledge of business, in addition to the expertise in their areas of specialization. During the year, a majority of the Board comprised of independent Directors. An appropriate mix of Executive and Independent Directors maintains the independence of the Board, and separate its functions of governance and management.

The Board consists of six (6) members, two (2) of whom are Executive or whole-time Directors, One (1) Director is Non-Executive Non-Independent and (3) are Independent Directors.

The composition of the Board of Directors of the Company is given below:

Name	Designation	Independent/ Non Independent	No. of Directorships in other public companies	No. of committee positions held in other public companies	
				chairman	Member
Rakesh Bhatia	Chairman cum Managing Director	Non-Independent	3	-	2
Sanjeev Kumar Mittal	Executive Director	Non-Independent	Nil	-	-
Arti Bhatia	Director	Non-Independent	Nil	-	-
Jaya Misra ¹	Director	Independent	Nil	-	-
Harjit Singh Anand	Director	Independent	1	-	3
Sanjay Kapoor	Director	Independent	Nil	-	-
Kamal Kishore Singh ²	Director	Independent	Nil	-	-
Aarti Jain ³	Director	Independent	Nil	-	-

1. Resigned from the Board w.e.f. 15th May, 2013
2. Resigned from the Board w.e.f. 14th November, 2013
3. Appointed as Additional Director w.e.f. 14th November, 2013

Notes.

- None of the Directors of the Company hold membership of more than ten Committees nor is a Chairperson of more than five committees (as specified in Clause 49), across all companies of which he/ she is a director. Necessary disclosures regarding Committee positions in other Indian public companies as at June 30, 2013 have been made by the Directors.
- The committees considered for the above purpose include and are those as specified in existing Clause 49 of the Standard Listing Agreement(s) i.e. Audit Committee and Shareholders/ Investors Grievance Committee.
- Except Mr. Rakesh Bhatia and Mrs. Arti Bhatia none of the Directors have any relationship with other Directors of the Company.

2.2 Dates of Board Meetings held during the financial year 2012-2013

S.No.	Date of Meetings
1	15th May, 2012
2.	31st July, 2012
3.	4th August,2012
4.	14th August,2012
5.	29th August,2012
6.	26th October, 2012
7.	8th November, 2012
8.	11th February, 2013
9.	31st March, 2013
10.	15th May, 2013
11.	29th June, 2013

2.4 Attendance of each Director at the Board Meetings and the last Annual General Meeting:

The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address the specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the departments in the Company communicate to the Company Secretary well in advance, the matters requiring approval of the Board/ Committees of the Board to enable inclusion of the same in the agenda for the Board/ Committee meeting(s). The important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments. Action taken report on the decisions/ minutes of the previous meeting is placed at the succeeding meeting of the Board/ Committee for noting.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2012-2013 was as follows:

Directors	Number of Board Meetings		Whether attended last AGM held on 26th September, 2012
	Held	ATTENDED	
Mr. Rakesh Bhatia	11	11	Yes
Mr. Sanjeev Kumar Mittal	11	11	Yes
Ms. Arti Bhatia	11	11	Yes
Ms. Jaya Misra	11	6	No
Mr. Harjit Singh Anand	11	2	No
Mr. Sanjay Kapoor	11	4	Yes
Mr. Kamal Kishore Singh	11	4	Yes

III. Committees of the Board

A Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- ii. The terms of reference of the Audit Committee are broadly as under:
 - Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with the external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report, including the quarterly/half-yearly financial information.
 - Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - > any changes in accounting policies and practices;
 - > major accounting entries based on exercise of judgment by management;
 - > qualifications in draft audit report;
 - > significant adjustments arising out of audit;
 - > the going concern assumption;

- > compliance with accounting standards;
 - > compliance with stock exchange and legal requirements concerning financial statements;
 - > any related party transactions as per Accounting Standard 18.
 - Reviewing the Company's financial and risk management policies.
 - Disclosure of contingent liabilities.
 - Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit charter, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the depositors, debentureholders, shareholders (in case of non-payment of declared dividends) and creditors.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- iv. The previous Annual General Meeting of the Company was held on 26th September, 2012 and was attended by Mr. Kamal Kishore Singh, Chairman of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by the members are given below:

Name	Category	No. of Meetings held during the year	
		Held	Attended
Mr. Kamal Kishore Singh ¹ (Chairman)	Independent/ Non-Executive	6	3
Mr. Sanjeev Kumar Mittal	Non-Independent/ Executive	6	6
Mr. Harjit Singh Anand	Independent/ Non-Executive	6	1
Mr. Rakesh Bhatia	Non-Independent/ Executive	6	6
Ms. Jaya Misra ²	Independent/ Non-Executive	6	6
Mr. Sanjay Kapoor ³	Independent/ Non-Executive	6	4

1. Ms. Aarti Jain is appointed as Chairman of the Committee w.e.f. 14th November, 2013 in place of Mr. Kamal Kishore Singh.

2. Resigned from the Committee w.e.f. 15th May, 2013.

3. Appointed as Member of the committee w.e.f. 15 May, 2013

- vi. All members of the Audit Committee have accounting and financial management Knowledge. The Chairman of the Audit Committee and has accounting and financial management expertise.
- vii. During the year, the Audit Committee met seven times respectively on May 15, 2012, August 14, 2012, August 29, 2012, November 08, 2012, February 11, 2013 and 15th May, 2013 and the necessary quorum was present at the meetings.

B. Remuneration Committee

The remuneration committee is established to ensure that remuneration arrangements support the strategic aims of the business and enable the recruitment, motivation and retention of senior executives while complying with the requirements of regulatory and governance bodies, satisfying the expectations of shareholders and remaining consistent with the expectations of the wider employee population

- i. The Company has a Remuneration Committee of Directors.
- ii. The Committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-time Directors and to deal with all elements of remuneration package of all such Directors.
- iii. The broad terms of reference of the Remuneration Committee are as under:
 - To decide/approve the annual remuneration plan of the Company;
 - To decide/approve the elements of remuneration package payable to the Executive Director(s) and senior managerial executives;
 - To oversee the implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines.
 - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.

iv. Meeting and attendance during the year 2013:

Name	Category	No. of Meetings held during the year	
		Held	Attended
Mr. Kamal Kishore Singh*	Independent/ Non-Executive	1	1
Mr. Harjit Singh Anand	Independent/ Non-Executive	1	1
Mr. Sanjay Kapoor	Independent/ Non-Executive	1	1

* Ms. Aarti Jain is appointed as Chairman of the Committee w.e.f. 14th November, 2013 in place of Mr. Kamal Kishore Singh.

v. Details of remuneration paid/ payable to Directors for Financial Year 2012-2013 are as follows

Name	Shareholding	Salary & Perquisites	Commission	Sitting Fees	Total
Mr. Rakesh Bhatia	2938686	18,75,000	N.A	N.A	18,75,000
Mr. Sanjeev Kumar Mittal	30,000	15,21,000	N.A	N.A	15,21,000

vi. Details of Shareholding of Non-Executive Directors during the period.

S.No.	Name of Directors	Shareholding (No. of Shares)
1.	Ms. Arti Bhatia	1924544
2.	Mr. Harjit Singh Anand	1000
3.	Mr. Sanjay Kapoor	45652
4.	Mr. Kamal Kishore Singh	NIL
5.	Ms. Jaya Misra	1000
6.	Ms. Aarti Jain	NIL

- vii. The Company Secretary of the Company acts as Secretary to the Committee. There was One (1) meeting held till June 30, 2013.

C. Womens Grievance/Redressal Committee

To have an internal redressal process that addresses the complaints of all the female employees with regard to discrimination/Harassment they may experience within the organization. The organization will focus on providing a prompt and impartial resolution of the complaints brought forward by female employees based on the definition of discrimination/Harassment explained within the purview of this policy.

This committee comprises of three (4) members consisting of 2 female Directors, 1 male Director and 1 female senior employee to ensure that the process of addressing the grievance is expedited.

Composition of Committee:

S.No.	Name of Directors
1	Ms. Aarti Jain (Chairman)
2	Mr. Sanjeev Kumar Mittal
3	Ms. Aarti Bhatia
4	Ms. Bharti Saha

D. Shareholders/ Investors Transfer and Grievance Committee**i. Scope of Shareholders Transfer and Grievances Committee's activities**

The scope of the Shareholders Transfer and Grievance Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, non-receipt of annual report, etc. and other related activities. In addition, the Committee also looks into matters which can facilitate better investors' services and relations.

ii. Composition, Meetings and Attendance of Committee:

Name of Directors	Category	No. of Meetings held during the year	
		Held	Attended
Mr. Rakesh Bhatia (Chairman)	Non-Independent	4	4
Mr. Kamal Kishore Singh*	Independent	4	4
Mr. Sanjeev Kumar Mittal	Non-Independent	4	4

* Ms. Aarti Jain is appointed as Member of the Committee w.e.f. 14th November, 2013 in place of Mr. Kamal Kishore Singh.

iii. Company Secretary of the Company acts as Secretary to the Committee. The constitution, duties and responsibilities of the Shareholders' Grievance Committee are in line with Clause 49 of the Listing Agreement with Stock Exchanges.

iv. Details of investor complaints received and redressed during the year 2012-13 are as follows:

Opening Balance	Received during the the Year	Resolved during the year	Closing
Nil	2	2	Nil

v. Company Secretary and Compliance Officer:

Name of the Company Secretary & Compliance Officer	Mr. Kumar Pushkar
Address : Registered office Corporate office	B-13 LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024 B-66, Sector-60, Noida-201301, (U.P).
Contact telephone	+91-0120-41377519
E-mail	kumar.pushkar@bgilinfo.com
Fax	+91-0120-4227791

IV. General Body Meetings

i. Details of Annual General Meetings

Details	Date	Time	Venue
16th Annual General Meeting, 2009-2010	August, 27,2010 Friday	10.30 A.M	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
17th Annual General Meeting, 2010-2011	June 30, 2011 Thursday	11.30 A.M	
18th Annual General Meeting, 2011-2012	September 26, 2012 Wednesday	11.30 A.M	

- ii. Details of Extraordinary General Meetings
No Extraordinary General Meeting was conducted during the year.
- iii. Details of Postal Ballot
No Postal Ballot was conducted during the year.

V. Disclosures

- i. There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
- ii. The Company has complied with the requirements of stock exchanges or SEBI on matters related to Capital Markets, as applicable. No penalty was levied by these authorities in last three years.
- iii. The Company has adopted a Code of Conduct for the members of the Board of Directors and the senior management of the Company. The Code of Conduct is displayed on the website of the Company. All the directors and the senior management personnel have affirmed compliance with the code A declaration to this effect, signed by the Chairman is annexed to this report.
- iv. The Company has complied with all the applicable mandatory requirements of clause 49 of the listing agreement.
- v. The necessary certificate, pursuant to clause 49(V) of the Listing Agreement with Stock Exchanges, is annexed to this report.
- vi. The Company has set up a Remuneration Committee -non-mandatory requirement as prescribed in Annexure ID to Clause 49 of the Listing Agreement with the Stock Exchanges.
- vii. The Management Discussion and Analysis Report has been discussed in detail separately in this Annual Report.
- viii. Other disclosure as required under Clause 49 has been given at relevant places in the Annual Report.

VI. Subsidiary Companies

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

VII. Means of Communication

- i. The quarterly and half yearly results/ other communications were published in Financial Express in English and Jansatta in Hindi.
- ii. The Company's audited and un-audited periodical financial results, press releases are posted on the Company's website -www.bgilinfo.com and website of BSE and NSE.
- iii. The Management Discussion and Analysis (MD&A) report has been included in this Annual Report.

VIII. General Shareholder Information

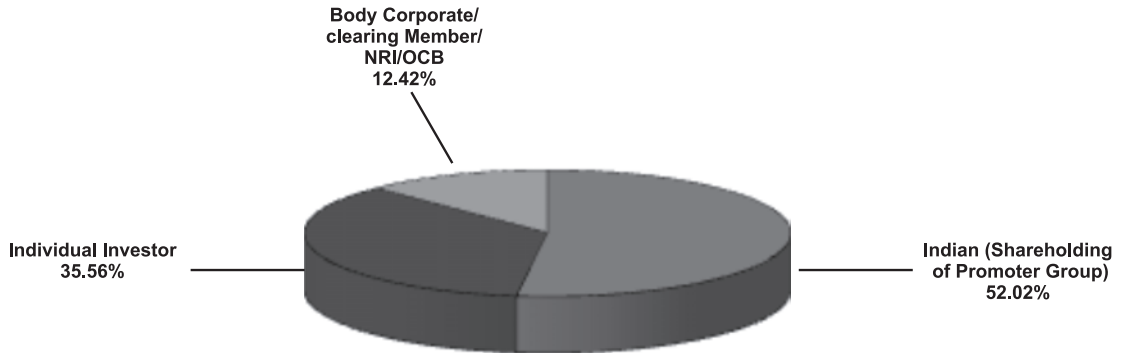
This section, inter alia, provides information to the shareholders pertaining to the company, its shareholding pattern, and share price movements and other information as required under the Listing Agreement.

Date of Annual General Meeting	September 26, 2013
Time of AGM	1.00 P.M
Venue of AGM	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
Financial Year	April, 2012-June, 2013(15 Months)
Listing Fees	The Company has paid the Annual Listing Fess to the BSE and NSE for the Financial Year 2012-2013.
Date of Book Closure	23rd December to 24th December
Listing on Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra(East), Mumbai 400 051. & BSE Limited 25th Floor, P. J. Towers, Dalal Street Mumbai 400 001.
ISIN Number	INE224M01013
NSE symbol & BSE symbol	Bglobal
Registered office	B-13, L.G.F Amar Colony, Lajpat Nagar-IV, New Delhi-110024.
Corporate office	B-66, Sector 60, Noida, Uttar Pradesh-201301
Registrar and Share Transfer Agent (R&T Agents)	KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.

Shareholding Pattern:

The Shareholding pattern of the Company as on 30 June, 2013 was as under :

S.No. Category of Shareholder	No. of Shares	% Shareholding
(A) Shareholding of Promoters and Promoter Group		
1. Indian	8240934	52.02%
2. Foreign	-	-
Total Promoters Shareholding (a)	8240934	52.02%
(B) Public Shareholding		
1. Institutions		
• Mutual Funds/ UTI	-	-
2. Non-Institutional Investor		
• Body Corporate/ Clearing Member/ NRI/ OCB	1968786	12.42%
• Individual	5633390	35.56%
Total Public Shareholding (b)	7602176	47.98%
Total (a)+(b)	15843110	100.00%



Dematerialisation of shares and liquidity:

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Status as on June 30, 2013:

Electronic/ Physical	No. of Shares	% of total shareholding
Held in Dematerialized form in NSDL	1,12,49,974	71.00%
Held in Dematerialized form in CDSL	34,96,831	22.08%
Physical	10,96,305	06.92%
Total	1,58,43,110	100.00%

The Company's equity shares are regularly traded on the National Stock Exchange of India Limited and BSE Limited, in dematerialised form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE224M01013.

Investor Correspondence:

Shareholders can contact the following official for secretarial matters of the Company:

Mr. Kumar Pushkar

Company Secretary & Compliance Officer

Registered Office : B-13, L.G.F. Amar Colony Lajapat Nagar-IV, New Delhi-110024.

Corporate Office : B-66, Sector-60, Noida-201301 (U.P.)

E-mail : kumar .Pushkar@bgilinfo.com

Certificate Pursuant to Clause 49(V) of the Listing Agreement

To
The Board of Directors
Bharatiya Global Infomedia Limited

I, Rakesh Bhatia, Chairman hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the financial year ended June 30, 2013 and that to the best of my knowledge and belief:
 - i. these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these financial 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) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) Further, I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company.
- (d) I have disclosed to the auditors and the Audit Committee, wherever applicable:
 - i. deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have taken or propose to take to rectify these deficiencies.
 - ii. significant changes in internal control over financial reporting during the year.
 - iii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iv. Instances of significant fraud of which we have become aware and the involvement therein; if any, of the management or an employee having a significant role in the company's internal control system.

Place : New Delhi
Date : 27th November, 2013

For **Bharatiya Global Infomedia Limited**
Sd/-
Rakesh Bhatia
Chairman cum Managing Director

Practising Company Secretary's Certificate on Corporate Governance

To,
The Members of Bharatiya Global Infomedia Limited

I have examined the compliance of conditions of Corporate Governance by Bharatiya Global Infomedia Limited ('the Company'), for its financial year ended June 30, 2013, as stipulated in Clause 49 of the Listing Agreements of the Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreements.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R.S Chauhan & Associates**
Company Secretaries
Sd/-
(Rakesh Kumar Singh Chauhan)
Practicing Company Secretary
C.P. No. 7491

Place : New Delhi
Date : 27th November, 2013

Code of Conduct Declaration

To
The Members of Bharatiya Global Infomedia Limited

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board Members and Senior Management Personnel of the Company, for the financial year ended on June 30, 2013.

For **Bharatiya Global Infomedia Limited**
Sd/-
Rakesh Bhatia
Chairman cum Managing Director

Place : New Delhi
Date : 27th November, 2013

Auditor's Report

To the Members of

BHARATIYA GLOBAL INFOMEDIA LIMITED

1. We have audited the accompanying financial statements of BHARATIYA GLOBAL INFOMEDIA LIMITED ("the Company") which comprise the Balance Sheet as at June 30, 2013, the Statement of Profit and Loss Account and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Basis for Qualified Opinion:

- i) No Provision has been made in the books of account of amount recoverable from inter-corporate deposits amounting to principal amount of Rs. 6 crores along with accrued interest thereby increasing the profit by same amount as further detailed in note no. 35 of notes on accounts.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India subject to confirmation and reconciliation of some of the accounts as further detailed in note no. 29 of the notes on account and non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs. 6 crores along with accrued interest, thereby increasing the profit by same amount as further detailed in note no. 35 of notes on accounts.:
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 30th June, 2013 and;
 - ii) In the case of the Statement of Profit and Loss, of the profit for the period ended on that date;and
 - iii) In the case of Cash flow statement, of the cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our 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) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) *except for the effects of the matters described in paragraph of the Basis for Qualified Opinion paragraph* in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - (e) on the basis of written representations received from the directors as on June 30, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

As per our report of even date
For SNMG & Co.
Chartered Accountants
Firm No. 004921N

Place: New Delhi
Date: 29 August, 2013

Sd/-
Neeraj Gupta
Partner
M. No. 087004

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 6 of our report of even date,

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Fixed Assets are physically verified by the management according to regular programme of periodical verification in phased manner, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off any substantial part of its Fixed Assets except for the fixed assets written off during the year written down value of which is Rs. 41,41,299/-.
- (ii) (a) The inventory has been physically verified during the period by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of stock-in-trade followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

- (c) On the basis of our examination of the records of the Company in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) (a) As per information and explanation provided to us by the management of the company, the Company has not granted loans to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (b) As per information and explanation provided to us by the management of the company, the Company has not taken loan from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 as at 30.06.2013. (Previous year Rs. 10,36,645/-)
- (c) As per information and explanation provided to us by the management of the company, the loan taken from the body corporate covered in the register maintained under section 301 of the Act is interest free. The terms and conditions on which loans have been taken are not prima facie prejudicial to the interest of the company.
- (d) As per information and explanation provided to us by the management of the company, no specific terms of repayment has been specified in the case of loan taken from the body corporate listed in the register maintained under section 301 of the Act, and repayment shall be made on demand.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of stock-in-trade, fixed assets and with regard to the sale of goods and services. During the course of our audit, no major weakness has been noticed in internal controls.
- (v) Based on the audit procedures applied by us and according to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (vi) The company has not accepted any deposits as defined under sections 58A and section 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanations given to us, maintenance of cost records have not been prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) In our opinion the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, service tax, cess and any other statutory dues applicable to it except in depositing Tax deduction at Source and Service Tax.
- (b) According to the information and explanations given to us, there are no undisputed amount payable in respect of
income tax, sales tax, customs duty, wealth tax, service tax and excise duty were outstanding as on 30th June 2013 for a period of more than six months from the date becoming payable except the following:

Name of Statute	Nature of the Dues	Amount in Rs.	Period to which the amount relates	Date of Payment
Service Tax Act	Service Tax	Rs. 44,652/-	01.04.2012 to 31.12.2012	Still unpaid

- (x) The company has no accumulated losses as at 30th June 2013 and it has not incurred any cash losses during the financial period ended on that date or in the immediately preceding financial year.
- (xi) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.

- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society.
- (xiv) The company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others, from banks or financial institutions during the year.
- (xvi) The Company has not obtained any term loans during the year.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) The company has not raised money by way of public issues during the year. The Company has raised a sum of Rs. 5510.40 lacs (including share premium of Rs. 4838.40 lacs) by way of public issues during the financial year 2011-2012. However, with regard to the disclosure of the end use of the money raised through public issue, it is submitted that an enquiry was conducted by the Security and Exchange Board of India (SEBI), final report of which is still awaited. The end use of the funds raised is under scrutiny before the appropriate authorities and due mentioned has been made in notes to financial statements (refer Note no. 34); hence, we have not commented upon the utilization of IPO proceeds
- (xxi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For SNMG & CO.
Chartered Accountants
(Firm No. 004921N)

Sd/-
Neeraj Gupta
Partner
M. No.0870'04

Place : New Delhi
Date : 29 August, 2013

Balance Sheet as at 30th June 2013

Particulars	Note No.	As At 30.06.2013 (In ₹)	As At 31.03.2012 (In ₹)
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	158,431,110
Reserves and Surplus	3	740,451,297	730,283,534
		898,882,407	888,714,644
Long Term Borrowings	4	-	1,036,645
Deferred Tax Liabilities	5	34,049,926	35,358,093
Other Long Term Liabilities	6	8,196,814	9,734,360
Long-Term Provisions	7	2,430,512	2,019,449
Current liabilities			
Short-Term Borrowings	8	1,394,209	1,988,768
Other Current Liabilities	9	10,345,431	123,579,393
Short-Term Provisions	10	1,991,213	3,116,946
		13,730,853	128,685,107
		957,290,512	1,065,548,298
Assets			
Non-current assets			
Fixed assets	11		
Tangible assets	11.1	165,353,914	181,714,608
Intangible assets	11.2	131,257,880	73,382,911
Capital WIP			
Tangible assets		-	-
Intangible assets		43,643,246	23,693,246
		340,255,040	278,790,765
Investments	12	16,994,636	16,994,636
Trade Receivables	13	131,260,801	77,798,565
Long-term loans and advances	14	174,578,369	174,954,695
Other Non Current Assets	15	41,338,648	125,820,287
		364,172,455	395,568,183
Current assets			
Inventory		7,690,043	-
Trade Receivables	16	143,054,539	254,680,656
Cash and Cash Equivalents	17	8,154,876	9,051,636
Short-Term Loans and Advances	18	84,211,313	114,183,476
Other Current Assets	19	9,752,246	13,273,581
		252,863,017	391,189,350
		957,290,512	1,065,548,298
Significant accounting policies and notes to the financial statements			
	1-41		

For **SNMG & Co.**
Chartered Accountant
Firm Registration No. 004921N
Sd/-

Neeraj Gupta
Partner
Membership No. 087004

Place : New Delhi
Date : 29 August, 2013

Sd/-
Rakesh Bhattia
(Chairman cum Managing Director)

Sd/-
Kumar Pushkar
(Company Secretary)

For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-
Sanjeev Kumar Mittal
(Wholetime Director)

Statement of Profit & Loss for the period ended 30th June 2013

Particulars	Note No.	For the year Ended	For the year Ended
		30.06.2013 (In ₹)	As at 31.03.2012 (In ₹)
Revenue from Operations	20	547,331,653	644,486,952
Other income	21	815,778	5,535,338
Increase/Decrease in Stock	22	7,690,043	(16,681)
Total revenue		555,837,474	650,005,609
Expenses			
Purchases		392,730,390	518,133,360
Employee benefits expenses	23	27,151,224	23,286,229
Other expenses	24	71,378,250	45,573,417
Finance cost	25	322,787	3,163,557
Depreciation	26	54,329,799	42,693,527
Total expenses		545,912,450	632,850,090
Profit before tax		9,925,024	17,155,519
Tax expense			
Current income tax		1,991,213	3,116,946
MAT Credit		(1,019,039)	-
Deferred Tax Liabilities/(Assets)		(1,308,167)	1,085,002
Profit after tax		10,261,017	12,953,571
Prior Period/Extraordinary Items		93,254	1,273,018
Profit after tax and Extraordinary Items		10,167,763	11,680,553
Balance at the beginning of the period		133,888,128	122,207,575
Surplus Available		144,055,892	133,888,128
Amount Transfer to General Reserve			-
Surplus Carried Forward to Balance Sheet		144,055,892	133,888,128
Earnings per equity share (par value Re. 10 per share)			
- Basic		0.64	0.74
- Diluted		0.64	0.74
[Earnings per equity share expressed in absolute amount in Indian Rupees]			
Significant accounting policies and notes to the financial statements	1-41		

For **SNMG & Co.**
Chartered Accountant
Firm Registration No. 004921N

For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-
Neeraj Gupta
Partner
Membership No. 087004

Sd/-
Rakesh Bhatia
(Chairman cum Managing Director)

Sd/-
Sanjeev Kumar Mittal
(Wholetime Director)

Place : New Delhi
Date : 29 August, 2013

Sd/-
Kumar Pushkar
(Company Secretary)

CASH FLOW STATEMENT

Particulars	For the year Ended 30.06.2013 (In ₹)	For the year Ended 31.03.2013 (In ₹)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	9,925,024	17,155,519
Add :		
Depreciation	54,329,799	42,693,527
Loss/ (Profit) on Sale Of Fixed Assets	127,546	685,710
Dividend	-	(1,768,920)
Interest Earned	(471,670)	(3,459,148)
Provision for Gratuity	411,063	617,889
Operating Profit before Working Capital changes	64,321,762	55,924,577
Adjustments for working capital changes		
Change in Trade Receivables	58,163,881	(28,310,010)
Change in Loans & Advances	30,348,489	(130,568,865)
Change in Current Liabilities	(114,771,508)	(48,951,379)
Changes in Current Assets	81,331,970	(184,970,252)
Cash Generated from Operations	119,394,593	(336,875,929)
Direct Taxes Paid (Net of refunds)	(3,116,946)	(13,728,530)
Extra ordinary /Prior period items	(93,254)	(19,474,561)
Net Cash Flow from Operating Activities	116,184,393	(370,079,020)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	-	(15,550,000)
Purchase of Fixed Assets	(99,985,373)	(139,844,264)
Sale of Fixed Assets	4,013,753	250,000
Change In Capital WIP	(19,950,000)	-
Dividend	-	1,768,920
Interest Earned	471,670	3,459,148
Net Cash Flow/(Used) in Investing Activities	(115,449,950)	(149,916,196)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (Including Share Premium)	-	551,040,000
Changes in Long Term Borrowings	(1,036,645)	(22,428,186)
Change in Short Term Borrowing	(594,559)	-
Net Cash Flow from Financing Activities	(1,631,204)	528,611,814
Net Increase in Cash & Cash Equivalent (A+B+C)	(896,760)	8,616,598
	(896,760)	8,616,598
Cash and Cash Equivalent at the beginning of the year	9,051,636	435,039
Cash and Cash Equivalent at the end of the year	8,154,876	9,051,636

Note:

The above Cash flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India .

Auditors Report

For **SNMG & Co.**

Chartered Accountant

Firm Registration No. 004921N

Sd/-

Neeraj Gupta

Partner

Membership No. 087004

Place : New Delhi

Date : 29 August, 2013

Sd/-

Rakesh Bhhata

(Chairman cum Managing Director)

Sd/-

Kumar Pushkar

(Company Secretary)

For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-

Sanjeev Kumar Mittal

(Wholetime Director)

Notes Annexed to and Forming Part of the Accounts

NOTE -1 Significant Accounting Policies

1. Accounting Convention

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis. The financial statements are prepared under the historical cost convention as a going concern, and are consistent with generally accepted accounting principles in India, and applicable accounting standards referred to in Section 211(3C) of the Companies Act, 1956.

2. Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions considered in the reported amounts of the assets and liabilities (including current liabilities) as of the date of financial statements, the reported income & expenses during the reporting period and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

- a) Sales include sale of hardware & software products. Sales are recognized when products are supplied and are recorded net of sales return, rebates, trade discounts and VAT/central sales tax.
- b) Income from rendering of services is recognized based on agreements/arrangements on completed service contract method.
- c) Interest income is recognized on accrual basis.
- d) Dividends from investments are recognized in Profit and Loss A/c only when the right to receive the payment is established.

4. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes taxes, duties, freight, installation expenses and other non-refundable incidental expenses related to acquisition. Gains or losses arising on disposal of fixed assets are recognized in the Profit & Loss Account.

5. Investment

Long term investments are valued at cost, less provision for diminution, other than temporary. Short term investments are valued at cost or market value, which is lower.

6. Depreciation

- a) Depreciation on fixed assets is provided on the straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- b) Depreciation is provided on pro-rata basis, with reference to the date of addition.

7. Inventory

- a) Finished goods are valued at cost or net realizable value, whichever is lower.
- b) Raw materials and stores & spares are valued at cost.
- c) Work in progress is valued at the cost incurred.
- d) The cost of inventories comprises all costs of purchase (including duties for which no credit/rebate is to be received), costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Trade discounts, rebates, duty drawbacks and other similar items are deducted in determining the costs of purchase.
- e) The cost of inventories is arrived by using First-In-First-Out (FIFO) cost formula.

8. Retirement benefits

- a) Provident Fund is a defined contribution scheme and the contribution wherever required by the statute are charged to the Profit & Loss Accounts incurred
- b) Gratuity liability is a defined obligation and the Company provides for gratuity benefit covering all its eligible employees.

9. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, prior to the commencement of commercial production are capitalized as part of the cost of that asset. A qualifying asset is one which necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to revenue.

10. Foreign Exchange Transaction

The reporting currency of the company is the Indian rupee. Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. Exchange differences that arise on settlement of monetary item or on reporting of monetary item at Balance Sheet date at the closing rate is recognized as income or expense in the period in which they arise.

11. Taxation

- a) Current Tax - Provision is made for Income Tax is determined as the amount of tax payable in respect of taxable income for the year after taking into account the allowances, disallowances and exemptions available under the Income Tax Act, 1961.
- b) Deferred Tax - Deferred tax is recognized on timing differences between the accounting income and the taxable income that originate in one period and are capable of reversal in one or more periods and qualified using the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax asset is recognized and carried forward to the extent there is reasonable certainty that future taxable income will be available, against which such deferred tax asset can be realized.

12. Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

13. Intangible Assets

- a) Revenue expenditure on Research and Development is charged to Profit and Loss account in the year the expenditure is incurred.
- b) Capital expenditure during the development phase is recognized as an asset, only if in the opinion of the management, it is feasible to complete its production, it is intended to be used or sold, it will generate future economic benefits, there are adequate resources available for its completion and it is possible to measure the expenditure incurred on it.
- c) Intangible Assets are amortised over their useful life.

14. Miscellaneous Expenditure

Miscellaneous expenditure is amortized over a period of 10 years.

15. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

Notes forming part of the accounts

(In ₹)

Particulars	As at	As at
	30 June 2013	31 March 2012
Note 2.1 : Share capital		
Authorised 16500000 Equity Shares of Rs. 10/- Each (Last Year : 16500000 Equity Shares of Rs. 10/-each Fully Paid Up)	165,000,000	165,000,000
Issued, subscribed and fully paid-up: 15843111 Equity Shares of Rs. 10/- each Fully Paid Up (Last Year : 15843111 Equity Shares of Rs. 10/-each Fully Paid Up)	158,431,110	158,431,110
	<u>158,431,110</u>	<u>158,431,110</u>

Note 2.2 : Reconciliation of Number of Shares Outstanding

Particulars	As at 30 June 2013		As at 31 March 2012	
	Equity Shares		Equity Shares	
	No.'s of Shares	Amount	No.'s of Shares	Amount
At the beginning of the year	15,843,111	158,431,110	9,123,111	91,231,110
Issued during the year	-	-	6,720,000	67,200,000
Bought back during the year	-	-	-	-
At the end of the year	<u>15,843,111</u>	<u>158,431,110</u>	<u>15,843,111</u>	<u>158,431,110</u>

Note 2.3 : Shares held by shareholders holding more than 5% shares

Particulars	No. of shares as at	No. of shares as at
	30 June 2013	31 March 2012
Name of the shareholder		
Rakesh Bhatia	2,938,686	2,938,686
Arti Bhatia	1,924,937	1,924,937

Note 2.4 : Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. 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 the shareholders.

Particulars	As at	As at
	30 June 2013	31 March 2012
Note 3: Reserve and surplus		
Note 3.1: Securities premium account		
Opening balance	575,025,690	91,185,690
Add: Addition during the year	-	483,840,000
	<u>575,025,690</u>	<u>575,025,690</u>
Note 3.2 :General Reserve		
General Reserve	21,369,715	21,369,715
	<u>21,369,715</u>	<u>21,369,715</u>
Note 3.3 Profit and Loss Account		
Opening balance	133,888,129	122,207,576
: Transferred from Profit and Loss Account	10,167,763	11,680,553
	<u>144,055,892</u>	<u>133,888,129</u>
	<u>740,451,297</u>	<u>730,283,534</u>

Particulars	(In ₹)	
	As at 30 June 2013	As at 31 March 2012
Note 4: Long-term borrowings		
Unsecured Loan	-	1,036,645
	<u>-</u>	<u>1,036,645</u>
Note 5: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	35,195,983	35,157,619
On account of MAT Credit	(1,019,039)	-
On account of Unpaid retirement benefits	(127,018)	200,474
Net Deferred Tax Liabilities	<u>34,049,926</u>	<u>35,358,093</u>
Note 6: Long Term Liabilities		
Advance From Customer	5,644,142	6,752,375
Sundry Creditors	2,552,672	1,536,985
Other Liability	-	1,445,000
	<u>8,196,814</u>	<u>9,734,360</u>
Note 7: Long Term Provisions		
- Provision for Gratuity	2,430,512	2,019,449
	<u>2,430,512</u>	<u>2,019,449</u>
Note 8 : Short Term Borrowing		
Secured Loan		
Vehicles Loan _ HDFC Bank	344576	939135
(EMI due within one year Rs. 344576)		
LIC Keyman	1049633	1049633
	<u>1,394,209</u>	<u>1,988,768</u>
Note 9: Other current liabilities		
Sundry Creditors	7,043,379	118,731,329
Expenses Payable	2,038,625	2,245,141
Other payables-		
-Audit Fee Payable	418,282	317,158
-Service Tax Payable	673,710	18,576
-Other Liabilities	-	147,350
-TDS payable	171,435	2,119,839
	<u>10,345,431</u>	<u>123,579,393</u>
Note 10: Short term provisions		
-Provision for Income Tax	1,991,213	3,116,946
	<u>1,991,213</u>	<u>3,116,946</u>

Note 11: Fixed Assets
Notes 11.1 Tangible Assets

Particulars	Gross Block			Depreciation Block			Net Block			
	As on 01.04.2012	Additions	Sale /Adjustment	30.06.2013	As on 31.03.2012	For the period	Adjustment	30.06.2013	WDV as on 30.06.2013	WDV as on 31.03.2012
Computer	100,517,015	5,234,493	45,119,732	60,631,776	52,986,406	17,115,454	41,353,479	28,748,381	31,883,395	47,530,609
Furniture & Fixtures	13,835,585	5,957,863	-	19,793,448	1,816,304	1,384,757	-	3,201,061	16,592,387	12,019,281
Vehicles	8,022,918	1,065,000	838,205	8,249,713	4,026,861	984,500	463,159	4,548,202	3,701,511	3,996,057
Plant & Machinery	93,732,839	-	-	93,732,839	4,783,210	8,283,640	-	13,066,850	80,665,989	88,949,629
Office Equipments	8,926,333	202,090	-	9,128,423	1,203,743	534,344	-	1,738,087	7,390,336	7,722,590
Office Premises	21,555,000	4,101,917	-	25,656,917	58,558	478,063	-	536,621	25,120,296	21,496,442
Total	246,589,690	16,561,363	45,957,937	217,193,116	64,875,082	28,780,758	41,816,638	51,839,202	165,353,914	181,714,608
Previous Year	140,306,911	137,435,494	31,152,715	246,589,690	69,830,090	25,261,997	30,217,005	64,875,082	181,714,608	70,476,821

Notes 11.2 Intangible Assets

Particulars	Gross Block			Depreciation Block			Net Block			
	As on 01.04.2012	Additions	Sale /Adjustment	30.06.2013	As on 31.03.2012	For the period	Adjustment	30.06.2013	WDV as on 30.06.2013	WDV as on 31.03.2012
Softwares	108,733,463	29,095,225	-	137,828,688	43,850,552	25,549,041	-	69,399,593	68,429,095	64,882,911
Copy Right	3,500,000	54,328,785	-	57,828,785	-	-	-	-	57,828,785	3,500,000
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000
Total	117,233,463	83,424,010	-	200,657,473	43,850,552	25,549,041	-	69,399,593	131,257,880	73,382,911
Previous Year	114,824,693	2,408,770	-	117,233,463	26,419,022	17,431,530	-	43,850,552	73,382,911	88,405,671
Grand Total	363,823,153	99,985,373	45,957,937	417,850,569	108,725,634	54,329,799	41,816,638	121,238,795	296,611,794	255,097,519
Previous Year	255,131,604	139,844,264	31,152,715	363,823,153	96,249,112	42,893,527	30,217,005	108,725,634	255,097,519	158,882,492

(In ₹)

Particulars	As at 30 June 2013	As at 31 March 2012
Note 12: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
- in subsidiary Companies		
30100 Equity Shares (P.Y. 30100) of Merit Exports (P) Ltd	15,050,000	15,050,000
Investment in Equity Shares - Trade, Quoted (at cost)		
572034 Equity Shares (P.Y. 572034) of BGIL Films & Technologies Ltd	1,444,636	1,444,636
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Aggregate value of unquoted investments	15,550,000	15,550,000
Aggregate value of quoted investments	1,444,636	1,444,636
Market Value : Rs. 2402543 (P.Y 1887712)		
	<u>16,994,636</u>	<u>16,994,636</u>
Note 13: Trade Receivables (Non- Current)		
Unsecured		
-Debts outstanding for more than one year	131,260,801	77,798,565
	<u>131,260,801</u>	<u>77,798,565</u>
Note 14: Long-term loans and advances (unsecured, considered good)		
Security Deposits	486,300	486,300
Share Application Money to Subsidiary - Merit Exports (P) Ltd	15,697,500	-
Advance to Supplier	49,398,385	81,482,490
Advance for Capital Assets	98,745,000	79,093,338
Other Advances	10,251,184	13,892,567
	<u>174,578,369</u>	<u>174,954,695</u>
Note 15: Other Non Current Assets		
WIP Movies and softwares	18,991,168	100,679,372
Preliminary Expenses /Public Issue Exp.	22,347,480	25,140,915
	<u>41,338,648</u>	<u>125,820,287</u>
Note 16: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	24,158,366	1,115,457
b) Other debts		
- Considered good	118,896,174	253,565,200
	<u>143,054,539</u>	<u>254,680,656</u>
Note 17: Cash and Cash Equivalents		
Cash in hand (As certified by the management)	3,306,865	2,754,256
Balances with scheduled banks:		
- in current accounts	4,848,010	6,297,380
	<u>8,154,876</u>	<u>9,051,636</u>
Note 18: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	23,101,723	1,573,886
Inter Corporate deposits	60,000,000	111,500,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	<u>84,211,313</u>	<u>114,183,476</u>

Particulars	(In ₹)	
	As at 30 June 2013	As at 31 March 2012
Note 19: Other current assets		
TDS Receivable	1,986,744	3,266,887
MAT Credit	1,019,039	-
Security Deposits	6,325,580	6,125,580
Interest Accrued but not Due	411,128	32,323
Input Vat Credit	9,756	3,847,751
Cenvat Credit (Service Tax)	-	1,040
	<u>9,752,246</u>	<u>13,273,581</u>
Note 20: Revenue from Operations		
Income from Information Technologies/Services (including export sales)	498,692,827	610,816,989
Income from Media	48,638,826	33,669,963
	<u>547,331,653</u>	<u>644,486,952</u>
Note 21: Other Income		
Income from Investment & Finance		
Interest Income	471,670	3,459,148
Dividend	-	1,768,920
Other Income	294,108	307,270
Rent	50,000	-
	<u>815,778</u>	<u>5,535,338</u>
Note 22: Increase/Decrease in stock		
Closing Stock	7,690,043	-
Opening Stock	-	16,681
	<u>7,690,043</u>	<u>(16,681)</u>
Note 23: Employee benefits expenses		
Salaries and wages	18,957,080	16,722,725
Director Remuneration	3,396,000	2,670,000
Staff welfare	4,387,081	3,275,615
Gratuity	411,063	617,889
	<u>27,151,224</u>	<u>23,286,229</u>
Note 24: Other expenses		
Audit fees	100,000	100,000
AGM / EGM & Board Meeting Expenses	94,000	-
Advertisement	155,283	603,530
Building Repair & Maintenance	2,279,230	590,971
Books & Periodicals	171,145	554,866
Brokerage & Commission	7,500	1,800
Communication Expenses	1,719,028	2,220,958
Cost of Movie Sold	24,170,000	-
Cartage & Freight	80,408	-
Cleaning Expenses	135,492	-
Copy Right Expenses	54,000	-
Donation	12,650	-
Entertainment/ business promotion	2,922,136	2,152,686
Electricity	698,449	1,254,122
Foreign Travelling	103,454	370,000

(In ₹)

Particulars	As at 30 June 2013	As at 31 March 2012
Fees and subscription	5,100	46,975
Festivity expenses	336,299	126,956
Foreign Exchange Fluctuation Loss	216,676	-
Inland Travelling and conveyance	7,257,730	10,183,603
Interest & Penalties	1,243,495	-
Insurance	382,891	478,266
Legal and professional	561,644	1,411,091
Loss on sale of fixed assets	127,546	685,710
Legal Compensation Expenses	-	3,300,000
Miscellaneous Expenses	260,889	193,553
Office Expenses	2,711,769	2,930,270
Provident Fund Expenses	31,860	58,409
Project Expenses	19,073,320	10,209,167
Printing and stationery	1,305,786	1,542,053
Preliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
Postage & Courier	156,915	-
Recruitment Expenses	10,459	33,418
Rent	637,500	2,250,000
Rates and taxes	45,465	131,184
Repairs and maintenance	467,744	666,026
Vehicle Running & Maintenance	578,952	198,358
Watch & Ward Expenses	470,000	486,010
	<u>71,378,250</u>	<u>45,573,417</u>
Note 25: Finance cost		
Bank charges	123,681	111,889
Interest expense - on others	199,106	3,051,668
	<u>322,787</u>	<u>3,163,557</u>
Note 26: Depreciation		
Tangible Assets	28,780,758	25,261,997
Intangible Assets	25,549,041	17,431,530
	<u>54,329,799</u>	<u>42,693,527</u>

27 Estimated amount of contract remaining to be executed on capital account and not provided for Rs 1,93,99,000/- (Previous Year Rs 5,29,18,750/-)

28 Contingent Liabilities not provided for :

- a. Guarantees given by the company Rs 6.15 lacs (Pr. Year Nil)
- b. Claims against the company not acknowledge as debts Rs Nil (Pr. Year Nil)

29 In the absence of Balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advances are given are subject to reconciliation and such are as per books of accounts only. Adjustment thereto having an impact of revenue nature, if any, will be made during the period in which the same are fully reconciled.

30 In the opinion of the Board, the value of Current assets, Loans & Advances if realised in the ordinary course of the business shall not be less than the amount at which those are stated in the Balance Sheet.

31 Business segment-wise Report (as per the reporting requirements of AS-17)

a. Revenue	Current Year (In Lacs)	Previous Year (In Lacs)
I.T. Division	4986.92	6108.00
Media & Entertainment Division	486.39	336.70
Others	8.16	55.35
Total	5481.47	6500.05
b Profits		
I.T. Division	112.07	50.77
Media & Entertainment Division.	- 17.75	82.04
Others	8.16	38.75
Total	102.48	171.56
Less: Unallocable expenses	3.23	0.00
Profit Before Tax	99.25	171.56

32 Disclosure as required by Accounting Standard (AS-18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India is as follows:

a) Name of Related Parties & description of relationship:

- (i) Related Parties where control exists: M/s BGIL Films & Technologies Ltd.
M/s Merit Exports Pvt. Ltd - subsidiary company
- (ii) Key Management Personnel: Rakesh Bhatia - Chairman cum Managing Director
Arti Bhatia- w/o Mr. Rakesh Bhatia
Gaurav Bhatia- S/o Mr. Rakesh Bhatia
Sanjeev Kumar Mittal - Wholetime Director

b) Details of Transaction:-

	As on 30.06.13 (₹)	As on 31.03.12 (₹)
(i) Companies where control exists		
Transactions:		
Services Received	NIL	6000000
Rent received	50000	NIL
Rent paid	217500	NIL
Outstanding as at Balance Sheet Date		
Payables	NIL	NIL
Receivable	15719974	32807129
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration	3396000	2670000
Salary	810000	444000
Outstanding as at Balance Sheet Date		
Amount Payable	565084	602295
Amount Receivable	NIL	2385882

33 The Company has paid Rs. 33,96,000/- to the Directors [P.Y. Rs. 26,70,000/-] as Directors Remuneration.

34 Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 30.06.2013 is as under:

(In Lacs)

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 30th June 2013	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	691.15	298.45
2	Repayment of RBS Loan	269.72	293.12	293.12	0.00
3	IPO Expenses	277.36	312.85	312.85	0.00
4	Upgradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	0.00
6	Expansion of R & D	656.73	472.75	432.19	40.56
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1079.87	161.00
8	Cash & Escrow Bank Account & Investment ICD	-	-	650.01	-
	Total	5553.08	5553.08	5553.08	650.01

SEBI INVESTIGATION

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) vide an ad interim exparte order WTM/PS/IVD/47/12/2011 dated 28th December 2011. Detailed submissions have been made by the company and the directors/officials have also appeared in personal hearing in front of whole time members. The matter is pending and the final order is still awaited.

- 35 The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 6 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.
- 36 As per the Income Tax Website, there are Income Tax demands pending against the company but as per the company's records the same are not payable and the company is making efforts to reconcile the same with the Income Tax records.
- 37 The basic earnings per share is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. The net profit attributable to the equity shareholders is Rs. 1,01,67,763/- and weighted average number of equity shares is 15843111 (previous year 15843111) for the purpose of basic EPS.

	Current Year (₹)	Previous Year (₹)
38 Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service (Including exchange rate fluctuation gain)	36373573	17272292
Expenditure in Foreign Currency:		
Purchase of Hardware	3641720	722049
Foreign Travelling in INR	103454	370000

- 39 In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were :
- (a) Employed through out the period at remuneration which in aggregate was not less than Rs. 60,00,000/- per annum (including Directors) - Nil
- (b) Employed for part of period at remuneration which in aggregate was not less than Rs. 5,00,000/- per month (including Directors) - Nil
- 40 Previous year figures have been regrouped/ rearranged wherever considered necessary to make them comparable with the current year figures.
- 41 All known liabilities have been accounted for in books of account.

For **SNMG & Co.**
Chartered Accountant
Firm Registration No. 004921N
Sd/-

Neeraj Gupta
Partner
Membership No. 087004

Place : New Delhi
Date : 29 August, 2013

Sd/-
Rakesh Bhatia
(Chairman cum Managing Director)

Sd/-
Kumar Pushkar
(Company Secretary)

For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-
Sanjeev Kumar Mittal
(Wholetime Director)

Auditor's Report

To the Members of

BHARATIYA GLOBAL INFOMEDIA LIMITED

1. We have audited the accompanying consolidated financial statements of BHARATIYA GLOBAL INFOMEDIA LIMITED ("the Company") which comprise the consolidated Balance Sheet as at June 30, 2013, the consolidated Statement of Profit and Loss Account and the consolidated Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
6. Further, we did not audit the financial statements and other financial statements of the subsidiary company included in the consolidated financial statements which constitutes total assets of Rs. 3,37,53,281/- as at 30th June 2013, total revenue (including other income) of Rs. 6,31,500/- , net loss of Rs. 1,11,808/- for the period ended 30th June 2013. The financial statements and other financial information of the subsidiary company as drawn up in accordance with generally accepted accounting principles which have been consolidated with this consolidated financial statement have been audited by other auditor whose report has been furnished to us and our opinion to the consolidated financial statements, to the extent they have been derived from such financial statements, is based solely on the report of such other auditor.
7. In all material respects, in accordance with the requirements of accounting standards (AS) 21- Consolidated Financial Statements as notified under sub-section 3C of Section 211 of the Companies Act, 1956.

Basis for Qualified Opinion:

- i) No Provision has been made in the books of account of amount recoverable from inter-corporate deposits amounting to principal amount of Rs. 6 crores along with accrued interest thereby increasing the profit by same amount as further detailed in note no. 37 of notes on accounts.

Opinion

8. Based on our audit and on consideration of report of other auditor on separate financial statements and on other financial information of the components, in our opinion and to the best of our information and

according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph*, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India subject to confirmation and reconciliation of some of the accounts as further detailed in note no. 31 of the notes on account and non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs. 6 crores along with accrued interest, thereby increasing the profit by same amount as further detailed in note no. 37 of notes on accounts.:

- i) In the case of Consolidated Balance Sheet, of the state of affairs of the company as at 30th June, 2013 and;
- ii) In the case of the Consolidated Statement of Profit and Loss, of the profit for the period ended on that date;and
- iii) In the case of Consolidated Cash flow statement, of the cash flows for the period ended on that date.

As per our report of even date
For **SNMG & Co.**

Chartered Accountants
Firm No. 004921N

Sd/-

Neeraj Gupta
Partner

M. No. 087004

Place : New Delhi
Date: 29 August, 2013

Consolidated Balance Sheet as at 30th June 2013

Particulars	Note No.	As At 30.06.2013 (In ₹)	As At 31.03.2012 (In ₹)
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	158,431,110
Reserves and Surplus	3	740,459,257	730,283,534
		898,890,367	888,714,644
Share Application Money			
Long Term Borrowings	4	-	1,036,645
Minority Interest	5	1,410,527	1,471,788
Deferred Tax Liabilities	6	34,041,966	34,936,271
Other Long Term Liabilities	7	8,196,814	9,734,360
Long-Term Provisions	8	2,430,512	2,019,449
Current liabilities			
Short-Term Borrowings	9	1,394,209	1,988,768
Other Current Liabilities	10	10,386,431	124,890,423
Short-Term Provisions	11	1,991,213	3,116,946
		13,771,853	129,996,137
		964,462,039	1,067,909,294
Assets			
Non-current assets			
Fixed assets	12		
Tangible assets	12.1	167,636,183	184,164,314
Intangible assets	12.2	131,257,880	73,382,911
Capital WIP			
Tangible assets		20,051,023	11,070,500
Intangible assets		43,643,247	23,693,246
		362,588,332	292,310,971
Investments	13	2,244,636	1,944,636
Goodwill on Consolidation	14	4,173,705	3,701,336
Trade Receivables	15	131,260,801	77,798,565
Long-term loans and advances	16	169,170,284	175,060,610
Other Non Current Assets	17	41,338,648	125,820,287
		348,188,074	384,325,434
Current assets			
Inventory		7,690,043	-
Trade Receivables	18	143,054,539	254,680,656
Cash and Cash Equivalents	19	8,959,190	9,116,875
Short-Term Loans and Advances	20	84,211,313	114,183,476
Other Current Assets	21	9,770,547	13,291,881
		253,685,632	391,272,888
		964,462,039	1,067,909,294

Significant accounting policies and notes to the financial statements

1-43

For **SNMG & Co.**Chartered Accountant
Firm Registration No. 004921N
Sd/-**Neeraj Gupta**
Partner
Membership No. 087004Place : New Delhi
Date : 29 August, 2013Sd/-
Rakesh Bhatia
(Chairman cum Managing Director)Sd/-
Kumar Pushkar
(Company Secretary)For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.Sd/-
Sanjeev Kumar Mittal
(Wholetime Director)

Statement of Consolidated Profit & Loss Account for the period ended 30th June 2013

Particulars	Note No.	For the year Ended	For the year Ended
		As at 30.06.2013 (In ₹)	As at 31.03.2012 (In ₹)
Revenue from Operations	22	547,331,653	644,486,952
Other income	23	1,447,278	5,535,338
Increase/Decrease in Stock	24	7,690,043	(16,681)
Total revenue		556,468,974	650,005,609
Expenses			
Purchase Including Freight		392,730,390	518,133,360
Employee benefits expenses	25	27,510,862	24,244,559
Other expenses	26	71,590,561	45,901,642
Finance cost	27	326,709	3,163,557
Depreciation	28	54,497,236	42,772,091
Total expenses		546,655,758	634,215,209
Profit before tax		9,813,216	15,790,400
Tax expense			
Current income tax		1,991,213	3,116,946
MAT Credit		(1,019,039)	-
Deferred tax charge		(894,305)	663,180
Profit after tax		9,735,347	12,010,274
Prior Period/Extraordinary Items		93,254	1,273,018
Profit after tax and Extraordinary Items		9,642,093	10,737,256
Share of Loss transferred to Minority Interest		(61,261)	-
Profit after tax, Minority Interest and Extraordinary Items		9,703,354	10,737,256
Balance at the beginning of the period		132,944,831	122,207,575
Surplus Available		142,648,185	132,944,831
Surplus Carried Forward to Balance Sheet		142,648,185	132,944,831
Earnings per equity share (par value Re. 10 per share)			
-Basic		0.61	0.68
- Diluted		0.61	0.68
[Earnings per equity share expressed in absolute amount in Indian Rupees]			
Significant accounting policies and notes to the financial statements		1-43	

For **SNMG & Co.**
Chartered Accountant
Firm Registration No. 004921N
Sd/-

Neeraj Gupta
Partner
Membership No. 087004

Place : New Delhi
Date : 29 August, 2013

Sd/-
Rakesh Bhatia
(Chairman cum Managing Director)

Sd/-
Kumar Pushkar
(Company Secretary)

For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-
Sanjeev Kumar Mittal
(Wholetime Director)

CASH FLOW STATEMENT

Particulars	For the year Ended	For the year Ended
	30.06.2013 (In ₹)	31.03.2013 (In ₹)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	9,813,216	15,790,400
Add :		
Depreciation	54,497,236	42,772,091
Loss/ (Profit) on Sale of Fixed Assets	127,546	685,710
Income from Investing Activities	(471,670)	(5,228,068)
Provision for Gratuity	411,063	617,889
Operating Profit before Working Capital changes	64,377,391	54,638,022
Adjustments for working capital changes		
Change in Trade Receivables	58,163,881	(28,310,010)
Change in Loans & Advances	35,862,489	(129,418,865)
Change in Current Liabilities	(116,041,538)	(47,651,109)
Changes in Current Assets	80,312,930	(184,970,252)
Transfer to Goodwill	(472,369)	(3,701,336)
Transfer to Minority Interest	(61,261)	1,471,788
	122,141,523	(337,941,762)
Cash Generated from Operations		
Direct Taxes Paid (Net of refunds)	(3,116,946)	(13,728,530)
Extra ordinary /Prior period items	(93,254)	(19,897,938)
Goodwill on Consolidation/Minority Interest	533,630	-
Mat Credit	1,019,039	-
Net Cash Flow from Operating Activities	120,483,992	(371,568,230)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	(300,000)	(500,000)
Purchase of Fixed Assets	(99,985,373)	(150,914,764)
Sale of Fixed Assets	4,013,753	250,000
Capital WIP	(28,930,523)	-
Dividend	-	1,768,920
Interest Earned	471,670	3,459,148
Net Cash Flow/(Used) in Investing Activities	(124,730,473)	(145,936,696)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (Including Share Premium)	-	551,040,000
Payment of Long Term Borrowings	(1,036,645)	(24,853,237)
Share Application Money	5,720,000	-
Payment of Short term borrowings	(594,559)	-
Net Cash Flow from Financing Activities	4,088,796	526,186,763
Net Increase in Cash & Cash Equivalent (A+B+C)	(157,684)	8,681,837
	(157,684)	8,681,837
Cash and Cash Equivalent at the beginning of the year	9,116,875	435,039
Cash and Cash Equivalent at the end of the year	8,959,190	9,116,875

Note:

The above Cash flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India .

For **SNMG & Co.**Chartered Accountant
Firm Registration No. 004921N
Sd/-**Neeraj Gupta**
Partner
Membership No. 087004Place : New Delhi
Date : 29 August, 2013Sd/-
Rakesh Bhatia
(Chairman cum Managing Director)Sd/-
Kumar Pushkar
(Company Secretary)For and on behalf of Board of Directors of
BHARATIYA GLOBAL INFOMEDIA LTD.Sd/-
Sanjeev Kumar Mittal
(Wholtime Director)

Consolidated Notes Annexed to and Forming Part of the Accounts

NOTE -1 Significant Accounting Policies

1. Accounting Convention

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis. The financial statements are prepared under the historical cost convention as a going concern, and are consistent with generally accepted accounting principles in India, and applicable accounting standards referred to in Section 211(3C) of the Companies Act, 1956.

2. Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions considered in the reported amounts of the assets and liabilities (including current liabilities) as of the date of financial statements, the reported income & expenses during the reporting period and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Revenue Recognition

- a) Sales include sale of hardware & software products. Sales are recognized when products are supplied and are recorded net of sales return, rebates, trade discounts and VAT/central sales tax.
- b) Income from rendering of services is recognized based on agreements/arrangements on completed service contract method.
- c) Interest income is recognized on accrual basis.
- d) Dividends from investments are recognized in Profit and Loss A/c only when the right to receive the payment is established.

4. Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation. Cost includes taxes, duties, freight, installation expenses and other non-refundable incidental expenses related to acquisition. Gains or losses arising on disposal of fixed assets are recognized in the Profit & Loss Account.

5. Investment

Long term investments are valued at cost, less provision for diminution, other than temporary. Short term investments are valued at cost or market value, which is lower.

6. Depreciation

- a) Depreciation on fixed assets is provided on the straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.
- b) Depreciation is provided on pro-rata basis, with reference to the date of addition.

7. Inventory

- a) Finished goods are valued at cost or net realizable value, whichever is lower.
- b) Raw materials and stores & spares are valued at cost.
- c) Work in progress is valued at the cost incurred.
- d) The cost of inventories comprises all costs of purchase (including duties for which no credit/rebate is to be received), costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Trade discounts, rebates, duty drawbacks and other similar items are deducted in determining the costs of purchase.
- e) The cost of inventories is arrived by using First-In-First-Out (FIFO) cost formula.

8. Retirement benefits

- a) Provident Fund is a defined contribution scheme and the contribution wherever required by the statute are charged to the Profit & Loss Accounts incurred
- b) Gratuity liability is a defined obligation and the Company provides for gratuity benefit covering all its eligible employees.

9. Borrowing Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset, prior to the commencement of commercial production are capitalized as part of the cost of that asset. A qualifying asset is one which necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to revenue.

10. Foreign Exchange Transaction

The reporting currency of the company is the Indian rupee. Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. Exchange differences that arise on settlement of monetary item or on reporting of monetary item at Balance Sheet date at the closing rate is recognized as income or expense in the period in which they arise.

11. Taxation

- a) Current Tax - Provision is made for Income Tax is determined as the amount of tax payable in respect of taxable income for the year after taking into account the allowances, disallowances and exemptions available under the Income Tax Act, 1961.
- b) Deferred Tax - Deferred tax is recognized on timing differences between the accounting income and the taxable income that originate in one period and are capable of reversal in one or more periods and qualified using the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax asset is recognized and carried forward to the extent there is reasonable certainty that future taxable income will be available, against which such deferred tax asset can be realized.

12. Impairment of Assets

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account.

13. Intangible Assets

- a) Revenue expenditure on Research and Development is charged to Profit and Loss account in the year the expenditure is incurred.
- b) Capital expenditure during the development phase is recognized as an asset, only if in the opinion of the management, it is feasible to complete its production, it is intended to be used or sold, it will generate future economic benefits, there are adequate resources available for its completion and it is possible to measure the expenditure incurred on it.
- c) Intangible Assets are amortised over their useful life.

14. Miscellaneous Expenditure

Miscellaneous expenditure is amortized over a period of 10 years.

15. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote. Contingent Asset is neither recognized nor disclosed in the financial statements.

Consolidated Notes forming part of the accounts

(In ₹)

Particulars	As at 30 June 2013	As at 31 March 2012
Note 2: Share capital		
Authorised		
16500000 Equity Shares of Rs. 10/- Each	<u>165,000,000</u>	<u>165,000,000</u>
(Last Year : 16500000 Equity Shares of Rs. 10/-each Fully Paid Up)		
Issued, subscribed and fully paid-up:		
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	<u>158,431,110</u>	<u>158,431,110</u>
(Last Year : 15843111 Equity Shares of Rs. 10/-each Fully Paid Up)	<u>158,431,110</u>	<u>158,431,110</u>

Note 2(a) : Reconciliation of Number of Shares Outstanding

Particulars	As at 30 June 2013 Equity Shares		As at 31 March 2012 Equity Shares	
	No.'s of Shares	Amount	No.'s of Shares	Amount
At the beginning of the year	15,843,111	158,431,110	9,123,111	91,231,110
Issued during the year	-	-	6,720,000	67,200,000
Bought back during the year	-	-	-	-
At the end of the year	<u>15,843,111</u>	<u>158,431,110</u>	<u>15,843,111</u>	<u>158,431,110</u>

Note 2(b) : Shares held by shareholders holding more than 5% shares

Particulars	Number of shares as at 30th June 2013	Number of shares as at at 31 March 2012
Name of the shareholder		
Rakesh Bhatia	2,938,686	2,938,686
Arti Bhatia	1,924,937	1,924,937

Note 2(c) : Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. 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 the shareholders.

Particulars	As at 30th June 2013	As at 31 March 2012
Note 3: Reserve and surplus		
Note 3.1: Securities premium account		
Opening balance	91,185,690	91,185,690
Add: Addition during the year	483,840,000	483,840,000
	<u>575,025,690</u>	<u>575,025,690</u>
Note 3.2 :General Reserve		
Opening balance	21,369,715	21,369,715
	<u>21,369,715</u>	<u>21,369,715</u>
Note 3.3 Profit and Loss Account		
Opening balance	133,888,129	122,207,576
Add: Transferred from Profit and Loss Account	9,703,354	11,680,553
Add: Goodwill on Consolidation	472,369	
	<u>144,063,852</u>	<u>133,888,129</u>
	<u>740,459,257</u>	<u>730,283,534</u>

(In ₹)

Particular	As at 30th June 2013	As at 31 March 2012
Note 4: Long-term borrowings		
Unsecured loans	-	1,036,645
	-	1,036,645
Note 5: Minority Interest		
Current Year	1,410,527	1,471,788
	1,410,527	1,471,788
Note 6: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	35,195,983	35,157,619
On account of MAT Credit	(1,019,039)	-
Provision for gratuity	(127,018)	200,474
	34,049,926	35,358,093
Deferred Tax Assets	7,960	421,822
- on account of Tax Depreciation		
Net Deferred Tax Liabilities	34,041,966	34,936,271
Note 7: Long Term Liabilities		
Advance From Customer	5,644,142	6,752,375
Sundry Creditors	2,552,672	1,536,985
Other Liability	-	1,445,000
	8,196,814	9,734,360
Note 8: Long Term Provisions		
- Provision for Gratuity	2,430,512	2,019,449
	2,430,512	2,019,449
Note 9: Short-term borrowings		
Secured Loan		
Vehicles Loan _ HDFC Bank	344576	939134.52
LIC Keyman_Loan	1049633	1049633.00
	1,394,209	1,988,768
Note 10: Other current liabilities		
Sundry Creditors	7,043,379	120,026,329
Expenses Payable	2,038,625	2,245,141
Other payables-		
-Audit Fee Payable	425,782	328,188
-Service Tax Payable	673,710	18,576
-Other Liabilities	-	147,350
TDS payable	204,935	2,124,839
	10,386,431	124,890,423
Note 11: Short term provisions		
-Provision for Income Tax	1,991,213	3,116,946
	1,991,213	3,116,946

Note 12: Consolidated Fixed Assets
Note 12.1: Tangible Assets

Particulars	Gross Block			Depreciation Block			Net Block		
	As on 01.04.2012	Additions	Sale /Adjustment	As on 30.06.2013	For the period	Adjustment	30.06.2013	WDV as on 30.06.2013	WDV as on 31.03.2012
Computer	100,517,015	5,234,493	45,119,732	60,631,776	17,115,454	41,353,479	28,748,381	31,883,395	47,530,609
Furniture & Fixtures	13,835,585	5,957,863	-	19,793,448	1,384,757	-	3,201,061	16,592,387	12,019,281
Vehicles	8,022,918	1,065,000	838,205	8,249,713	984,500	463,159	4,548,202	3,701,511	3,996,057
Plant & Machinery	93,732,839	-	-	93,732,839	8,283,640	-	13,066,850	80,665,989	88,949,629
Office Equipments	8,926,333	202,090	-	9,128,423	534,344	-	1,738,087	7,390,336	7,722,590
Office Premises	24,233,988	4,101,917	-	28,335,905	645,500	-	2,414,090	25,921,815	22,465,398
Freehold Land	1,480,750	-	-	1,480,750	-	-	-	1,480,750	1,480,750
Total	250,749,428	16,561,363	45,957,937	221,352,854	28,948,195	41,816,638	53,716,671	167,636,183	184,164,314
Previous Year	144,466,649	137,435,494	31,152,715	250,749,428	25,340,561	30,217,005	66,585,114	184,164,314	73,005,091

Note 12.2: Intangible

Particulars	Gross Block			Depreciation Block			Net Block		
	As on 01.04.2012	Additions	Sale /Adjustment	30.06.2013	For the period	Adjustment	30.06.2013	WDV as on 30.06.2013	WDV as on 31.03.2012
Softwares	108,733,463	29,095,225	-	137,828,688	25,549,041	-	69,399,593	68,429,095	64,882,911
Copy Right	3,500,000	54,328,785	-	57,828,785	-	-	-	57,828,785	3,500,000
Goodwill	5,000,000	-	-	5,000,000	-	-	-	5,000,000	5,000,000
Total	117,233,463	83,424,010	-	200,657,473	25,549,041	-	69,399,593	131,257,880	73,382,911
Previous year	114,824,693	2,408,770	-	117,233,463	17,431,530	-	43,850,552	73,382,911	88,405,671
Grand Total	367,982,891	99,985,373	45,957,937	422,010,327	54,497,236	41,816,638	123,116,264	298,894,063	257,547,225
Grand Total (Previous year)	259,291,342	139,844,264	31,152,715	367,982,891	42,772,091	30,217,005	110,435,666	257,547,225	161,410,762

(In ₹)

Particulars	As at 30th June 2013	As at 31 March 2012
Note 13: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
Investment in Equity Shares - Trade, Quoted (at cost)		
572034 Equity Shares (P.Y. 572034) of BGIL Films & Technologies Ltd	1,444,636	1,444,636
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Investment in Life Span Insurance Agency Pvt. Ltd		
30000 Shares (P.Y Nil)	300,000	-
Aggregate value of unquoted investments	800,000	500,000
Aggregate value of quoted investments	1,444,636	1,444,636
	<u>2,244,636</u>	<u>1,944,636</u>
Note 14: Goodwill on Consolidation		
Goodwill	4,173,705	3,701,336
	<u>4,173,705</u>	<u>3,701,336</u>
Note 15: Trade Receivables (Non- Current)		
Unsecured		
-Debts outstanding for more than one year	131,260,801	77,798,565
	<u>131,260,801</u>	<u>77,798,565</u>
Note 16: Long-term loans and advances (unsecured, considered good)		
Security Deposits	592,215	592,215
Advance to Supplier	49,398,385	81,482,490
Advance for Capital Assets	108,928,500	79,093,338
Other Advances	10,251,184	13,892,567
	<u>169,170,284</u>	<u>175,060,610</u>
Note 17: Other Non Current Assets		
WIP Movies and software	18,991,168	100,679,372
Preliminary Expenses/ Public Issue Exp.	22,347,480	25,140,915
	<u>41,338,648</u>	<u>125,820,287</u>
Note 18: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	24,158,365	1,115,457
b) Other debts		
- Considered good	118,896,174	253,565,200
	<u>143,054,539</u>	<u>254,680,656</u>
Note 19: Cash and Cash Equivalents		
Cash in hand	4,017,858	2,805,534
Balances with scheduled banks:		
- in current accounts	4,941,332	6,311,341
	<u>8,959,190</u>	<u>9,116,875</u>

Particulars	(In ₹)	
	As at 30th June 2013	As at 31 March 2012
Note 20: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	23,101,723	1,573,886
Inter Corporate deposits	60,000,000	111,500,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	<u>84,211,313</u>	<u>114,183,476</u>
Note 21: Other current assets		
TDS Receivable	1,986,744	3,266,887
MAT Credit	1,019,039	-
Deposits	6,325,580	6,125,580
Interest Accrued but not Due	411,128	32,323
Refund Due	18,300	18,300
Input Vat Credit	9,756	3,847,751
Cenvat Credit (Service Tax)	-	1,040
	<u>9,770,547</u>	<u>13,291,881</u>
Note 22: Revenue from Operations	For the year ended 30th June 2013	For the year ended 31 March 2012
Income from Information Technologies/Services	498,692,827.00	610,816,989.28
Income from Media	48,638,826.00	33,669,963.00
	<u>547,331,653</u>	<u>644,486,952</u>
Note 23: Other Income Income from Investment & Finance		
Interest Income		
Dividend	471,670.00	3,459,148
Exchange Rate Flactuation	-	1,768,920
Profit on sale of Assets	-	307,270
Other Income	294,108.00	-
Rent	681,500.00	-
	<u>1,447,278</u>	<u>5,535,338</u>
Note 24: Increase/Decrease in stock		
Closing Stock	7,690,043	-
Opening Stock	-	16,681
	<u>7,690,043</u>	<u>(16,681)</u>
Note 25: Employee benefits expenses		
Salaries and wages	19,282,566.00	17,627,925
Director Remuneration	3,396,000.00	2,670,000
Staff welfare	4,421,233.00	3,328,745
Gratuity	411,063.00	617,889
	<u>27,510,862</u>	<u>24,244,559</u>

(In ₹)

Particular	For the year ended 30th June 2013	For the year ended 31 March 2012
Note 26: Other expenses		
Advertisement	156,783.00	603,530
AGM/EGM & Board Meeting Expenses	94,000.00	-
Audit fees	107,500.00	111,030
Books & Periodicals	171,145.00	554,866
Brokerage & Commission	7,500.00	1,800
Building Repair & Maintenance	2,279,230.00	639,571
Cartage & Freight	80,408.00	-
Cleaning Expenses	135,492.00	-
Communication Expenses	1,719,028.00	2,253,443
Copy Right Expenses	54,000.00	-
Cost of Movie Sold	24,170,000.00	-
Donation	12,650.00	-
Electricity	776,214.00	1,254,122
Entertainment/ business promotion	2,922,136.00	2,164,013
Fees and subscription	5,100.00	47,375
Festivity expenses	336,299.00	126,956
Foreign Exchange Fluctuation Loss	216,676.20	-
Foreign Travelling	103,454.00	370,000
Inland Travelling and conveyance	7,310,182.00	10,302,055
Insurance	397,643.00	478,266
Interest & Penalties	1,243,495.00	-
Legal and professional	561,644.00	1,411,091
Legal Compensation Expenses	-	3,300,000
Loss on sale of fixed assets	127,546.00	685,710
Miscellaneous Expenses	260,889.00	193,553
Office Expenses	2,759,361.00	2,979,708
Postage & Courier	156,915.00	-
Priliminary Expenses/Public Issue Expenses written off	2,793,435.00	2,793,435
Printing and stationery	1,311,661.00	1,561,801
Project Expenses	19,073,320.00	10,209,167
Provident Fund Expenses	31,860.00	58,409
Rates and taxes	45,465.00	131,184
Recruitment Expenses	10,459.00	33,418
Rent	637,500.00	2,250,000
Repairs and maintenance	472,619.00	702,771
Vehicle Running & Maintenance	578,952.00	198,358
Watch & Ward Expenses	470,000.00	486,010
	<u>71,590,561</u>	<u>45,901,642</u>
Note 27: Finance cost		
Bank charges	127,603.00	111,889
Interest expense		
- on others	199,106.00	3,051,668
	<u>326,709</u>	<u>3,163,557</u>
Note 28: Depreciation		
Tangible Assets	28,948,195.00	25,340,561
Intangible Assets	25,549,041.00	17,431,530
	<u>54,497,236</u>	<u>42,772,091</u>

- 29 Estimated amount of contract remaining to be executed on capital account and not provided for Rs 2,83,99,000/- (Previous Year Rs 5,84,83,750)
- 30 Contingent Liabilities not provided for :
- a. Guarantees given by the company Rs 6.15 lacs (Pr. Year Nil)
- b. Claims against the company not acknowledge as debts Rs Nil (Pr. Year Nil)
- 31 In the absence of Balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advances are given are subject to reconciliation and such are as per books of accounts only. Adjustment thereto having an impact of revenue nature, if any, will be made during the period in which the same are fully reconciled.
- 32 In the opinion of the Board, the value of Current assets, Loans & Advances if realised in the ordinary course of the business shall not be less than the amount at which those are stated in the Balance Sheet.
- 33 Business segment-wise Report (as per the reporting requirements of AS-17)

a. Revenue	Current Year (In Lacs)	Previous Year (In Lacs)
I.T. Division	4986.92	6108.00
Media & Entertainment Division	486.39	336.70
Others	14.48	55.35
Total	5487.79	6500.05
b Profits		
I.T. Division	112.07	50.77
Media & Entertainment Division.	- 17.75	82.04
Others	7.04	25.10
Total	101.36	157.91
Less: Unallocable expenses	3.23	0.00
Profit Before Tax	98.13	157.91

- 34 Disclosure as required by Accounting Standard (AS-18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India is as follows:

- a) Name of Related Parties & description of relationship:

- (i) Related Parties where control exists: M/s BGIL Films & Technologies Ltd.
- (ii) Key Management Personnel: Rakesh Bhatia - Chairman cum Managing Director
Arti Bhatia- w/o Mr. Rakesh Bhatia
Gaurav Bhatia- S/o Mr. Rakesh Bhatia
Sanjeev Kumar Mittal - Wholetime Director

b) Details of Transaction:-	As on 30.06.13 (₹)	As on 31.03.12 (₹)
(i) Companies where control exists		
Transactions:		
Services Received	NIL	6000000
Rent received	50000	NIL
Outstanding as at Balance Sheet Date		
Receivable	22474	32807129
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration	3396000	2670000
Salary	810000	444000
Outstanding as at Balance Sheet Date		
Amount Payable	565084	602295
Amount Receivable	NIL	2385882

35 The Company has paid Rs. 3396000/- to the Directors [P.Y. 26,70,000/-] as Directors Remuneration.

36 Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 30.06.2013 is as under:

(In Lacs)

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 30th June 2013	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	691.15	298.45
2	Repayment of RBS Loan	269.72	293.12	293.12	0.00
3	IPO Expenses	277.36	312.85	312.85	0.00
4	Upgradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	0.00
6	Expansion of R & D	656.73	472.75	432.19	40.56
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1079.87	161.00
8	Cash & Escrow Bank Account & Investment ICD	-	-	650.01	-
	Total	5553.08	5553.08	5553.08	650.01

SEBI INVESTIGATION

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) vide an ad interim exparte order WTM/PS/IVD/47/12/2011 dated 28th December 2011. Detailed submissions have been made by the company and the directors/officials have also appeared in personal hearing in front of whole time members. The matter is pending and the final order is still awaited.

37 The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 6 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.

38 As per the Income Tax Website, there are Income Tax demands pending against the company but as per the company's records the same are not payable and the company is making efforts to reconcile the same with the Income Tax records.

39 The basic earnings per share is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. The net profit attributable to the equity shareholders is Rs. 97,03,354/- and weighted average number of equity shares is 15843111 (previous year 15843111) for the purpose of basic EPS.

	Current Year (₹)	Previous Year (₹)
40 Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service	36373573	17272292
(Including exchange rate fluctuation gain)		
Expenditure in Foreign Currency:		
Purchase of Hardware	3641720	722049
Foreign Travelling in INR	103454	370000

- 41 In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were :
- (a) Employed through out the period at remuneration which in aggregate was not less than Rs. 60,00,000/- per annum (including Directors) - Nil.
- (b) Employed for part of period at remuneration which in aggregate was not less than Rs. 5,00,000/- per month (including Directors) - Nil
- 42 Previous year figures have been regrouped/ rearranged wherever considered necessary to make them comparable with the current year figures.
- 43 All known liabilities have been accounted for in books of account.

For **SNMG & Co.**

Chartered Accountant

Firm Registration No. 004921N

Sd/-

Neeraj Gupta

Partner

Membership No. 087004

Place : New Delhi

Date : 29 August, 2013

Sd/-

Rakesh Bhatia

(Chairman cum Managing Director)

Sd/-

Kumar Pushkar

(Company Secretary)

For and on behalf of Board of Directors of

BHARATIYA GLOBAL INFOMEDIA LTD.

Sd/-

Sanjeev Kumar Mittal

(Wholetime Director)



Converging intelligence

Bharatiya Global Infomedia Limited

Regd. Office: B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue

Name of the attending member (In block letters) Mr. /Mrs. /Miss.....

Name of the proxy (in block letters to be filled in by Proxy attending instead of the member.....

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

I here record my presence at the Nineteenth Annual General Meeting on Tuesday the 24th December 2013, at 01:00 PM at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park New Delhi-110019

.....
Member's Signature

.....
Proxy's Signature

Note:

- 1. Shareholders / proxies are requested to bring the attendance slip with them.
- 2. Additional/Duplicates attendance slips will not be issued the meeting hall.

*Applicable for investors holding share in electronics form.

✂----- Tear Here -----✂



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Regd. Office: B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024

PROXY FORM

I/We.....of.....being a member/Members of **Bharatiya Global Infomedia Limited** hereby appoint.....of..... as my / our proxy to attend and vote for me /us on my / our behalf at the Nineteenth Annual Report General Meeting on Tuesday, the 24th December 2013, at 01:00 PM at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, and at any adjournemtn thereof.

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

Date:

Signature:

Affix
Re. 1/-
Revenue
Stamp

Note: The Proxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.

* Applicable for investors holding shares in electronic form.



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