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Ref: BGIL/SE/AR/10/2017

Date: 11th Oct 2017

Manager- Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor-25, P.J. Towers,
Dalal Street, Mumbai-400001

Manager- Department of Corporate Services
National Stock Exchange Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai, Maharashtra 400051

Subject: Copy of Annual Report for the Financial Year 2016-17

Dear Sir,

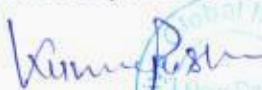
Pursuant to Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, (" The Listing Regulations"), we enclose herewith the copy of Annual Report for the financial year 2016-17 duly adopted and approved in the annual general meeting of the members:-

Kindly take a note of the same for your further needful and oblige us.

This is for your information and record.

Thanking You.

For **Bharatiya Global Infomedia Limited**


Kumar Pushkar
Company Secretary
Encl. a/a



CCTV & Auto Surveillance

Smart Traffic Solutions

City Bus Surveillance

Smart Campus & E education Solutions

E-Toll Management System

Smart Home Solutions

Smart Parking Mgt & Guidance Solutions

*“Futuristic Innovative Technology,
Benefitting People-That is our Business”*

BHARATIYA GLOBAL INFOMEDIA LIMITED
(An ISO:9001-2008 Company)

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia

Chairman cum managing Director

Ms. Arti Bhatia

Director

Mr. Harjit Singh Anand

Independent Director

Mr. Sanjay Kapoor

Independent Director

Ms. Nanda Devi Soni

Independent Director

COMPANY SECRETARY

Mr. Kumar Pushkar

Chief Financial Officer

Sudhir Kumar Singh

AUDITORS

M/s SAMPRK Associates

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Accountants

BANKERS

Yes Bank

Bank of Maharashtra

CORPORATE OFFICE

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India.

Tel: 0120-4227792

Fax: 0120-4227791

Website: www.bgil.in

REGISTERED OFFICE

1301, Vijaya Building 17, Barakhamba Road,

Connaught Place,

New Delhi-110001

REGIONAL OFFICE

B-504, Morya House,

New Link Road,

Behind Crystal plaza,

Oshiwara Andheri (w),

Mumbai-400053

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare (P) Ltd.

Plot No. 17-24, Vithall Rao Nagar

Madhapur, Hyderabad-500086

Andhra Pradesh.

CIN: L74999DL1994PLC062967

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NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held as under:

DAY: WEDNESDAY

DATE: SEPTEMBER 27TH, 2017

TIME: 03:30 PM

VENUE: A-81, BIPIN CHANDRA PAL MEMORIAL TRUST
C.R. PARK, NEW DELHI-110019

to transact the following business:

Ordinary Business

1. Adoption of Annual Financial Statements

- a) To Receive, Consider, and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
- b) To Receive, Consider, and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Directors

To appoint a Director in place of **Mr. Rakesh Bhatia (DIN: 00046983)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

To ratify appointment of the Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for the purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s **SAMPRK & Associates**, Chartered Accountants, (Firm Registration Number 013022N with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting (AGM) until the Conclusion of the Next Annual General Meeting of the Company on such remuneration as may be mutually determined between the Board of Directors and the said Auditors of the Company.”

Special Business

4. Re-appointment of Mr. Sanjay Kapoor (DIN: 00047651) as in Independent Director

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

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015., **Mr. Sanjay Kapoor (DIN: 00047651)**, Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020.

5. Re-appointment of Mr. Harjeet Anand (DIN: 03168663) as in Independent Director

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

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015., **Mr. Harjit Singh Anand (DIN: 03168663)**, Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020.

6. **Appointment of Mrs. Nanda Devi Soni (DIN: 06403321 as an Independent Director**

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

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and

Regulation 16(1)(b) and 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, **Mrs. Nanda Devi Soni (DIN: 06403321)**, who was appointed as an additional (Independent) in the meeting of board of directors held on 26.05.2017 in terms of section 161(1) of the act whose term of office expires at this annual general meeting, in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby confirmed the appointment and re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term until the conclusion of Annual General Meeting to be held in year 2020.

7. **Utilization of IPO Proceeds**

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 applicable provisions of the Companies Act, 2013 and all 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 IPO proceeds as on 31st March, 2017 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2017
1.	Setting up our offices	989.60	989.60	754.80
2.	Repayment of RBS Loan	269.72	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50
5.	General Corporate	650.00	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99

7.	Meeting Long Term Working Requirement Capital	505.00	1240.87	1055.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37
	Total	5553.08	5553.08	5553.08

“FURTHER RESOLVED THAT for the purpose of these resolutions, the Board be and is hereby authorized to do such acts, deeds, 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: Noida
Date: 31st August 2017

Notes

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.

1. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested *To send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.*
3. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying

voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.

- 4.** Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we requested you to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.
- 5.** The Registers of Members of the Company will remain closed on 21st September 2017 to 27th September, 2017 both days inclusive.
- 6.** Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and singed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- 7.** Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
- 8.** 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.
- 9.** 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.
- 10.** 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 up to the date of Annual general Meeting.
- 11.** 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.
- 12.** The Company's Register of Members and the Transfer Books will remain closed from September 21st, 2017 to September 27th, 2017 (both days inclusive).
- 13.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy Computershare (P) Ltd.
- 14.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

- 15.** 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. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Andhra Pradesh.
- 16.** The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
- 17.** No gifts will be distributed at the annual general meeting.
- 18.** Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.
- 19.** Members are requested to furnish their Change of address; e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s KARVY COMPUTERSHARE (P) LTD. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
- 20.** Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	11/05/1961
Age (in years)	56
Date of Appointment	23/03/2004
Qualification	M.com, Company Secretary
Relationships between Directors, Manager and Other Key managerial Personnel	Spouse of Arti Bhatia, Father of Gaurav Bhatia
Board position held	Chairman cum Managing Director
Terms and conditions of re-appointment	Liable to retire by rotation

Nature of her expertise specific function areas along with experience (in years)	He has more than 30 years experience in Corporate Finance, Information Technologies and Investment Banking and other allied activities.
Number of Meetings of the Board attended during the year	Six
Other Directorship	Merit Exports Private Limited BGIL Films & Technologies Limited
Chairperson	BGIL Films & Technologies Limited

The instructions for e-voting are as under:

A. *In case a Member receiving an email of the AGM Notice from Karvy[for Members whose email IDs are registered with the Company/ Depository Participant(s)]:*

- i) *Launch internet browser by typing the URL: <https://evoting.karvy.com>.*
- ii) *Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.*
- iii) *After entering these details appropriately, Click on “LOGIN”.*
- iv) *You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.*
- v) *You need to login again with new credentials.*
- vi) *On successful login, the system will prompt you to select the “EVENT’ i.e. Commercial Engineers & Body Builders Co Ltd.*
- vii) *On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If*

- the shareholders does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.*
- viii) *Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.*
 - ix) *Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item it will be treated as abstained.*
 - x) *You may then cast your vote by selecting an appropriate option and click on “Submit”.*
 - xi) *A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).*
 - xii) *Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: neelesh@kksinghassociates.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”*
 - xiii) *In case a person has become the Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. **20th September, 2017**, may write to Karvy on the email Id: sridhar.balamurli@karvy.com or to Mr Sirdhar Balamurli ,Contact No. 040-67162222, at [Unit: Bharatiya Global Infomedia Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.*
- B.** *In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company /Depository Participant(s)]:*
- i) *User ID and initial password - These will be sent separately.*
 - ii) *Please follow all steps from Sr. No. (i) to (iii) as mentioned in (A) above, to cast your vote.*
- C.** *The e-voting period commences on **Sunday, the 24th September, 2017 at 09.00 AM and ends on Tuesday, 26th September, 2017 at 05.00 PM**. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being **Wednesday, 20th September, 2017**, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.*
- D.** *In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>. (Karvy’s Website).*

- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Wednesday, 20th September, 2017.***
- F. The Company has appointed the Company has appointed Mr. Neelesh Bharadwaj Practicing Company Secretaries and Partners, M/s. K.K. Singh & Associates. Company Secretaries, Gurgaon as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.*
- G. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later 3 days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman of the Company.*
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolution(s).*
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.cebbco.com) and Service Provider's website (<https://evoting.karvy.com>) and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON "GENERAL MEETINGS"

As required by the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in Notice dated September 01st, 2017.

Item No. 4, 5 & 6

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Regulations, 2015.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Kapoor, Mr. Harjit Singh Anand and Mrs. Nanda Devi Soni, being eligible offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board Governance, Nomination and Compensation Committee and the Board of Directors have recommended appointment of **Mr. Sanjay Kapoor, Mr. Harjit Singh Anand and Mrs. Nanda Devi Soni** as Independent Directors of the Company.

Mr. Sanjay Kapoor, Mr. Harjit Singh Anand and Mrs. Nanda Devi Soni, non-executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the Conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice has been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs. 1, 00, 000 each.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Regulation 27 of SEBI (LODR), Regulations, 2015, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their relatives, none of the Directors and key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at **item Nos. 4, 5 and 6**.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Directors	Mr. Sanjay Kapoor	Mr. Harjit Singh Anand	Mrs. Nanda Devi Soni
Date of Birth (dd/mm/yyyy)	19/08/1960	23/03/1965	15/05/1975
Age (in years)	57	52	42
Date of Appointment	01/09/2010	01/09/2010	26/05/2017
Qualification	Chartered Accountant B.Com	PHD.	B.A.
Relationship between Directors, Manager and Key Managerial Personnel	None	None	None
Board Position held	Independent	Independent	Independent
Terms and conditions of Appointment	As per resolution given in Notice	As per resolution given in Notice	As per resolution given in Notice

Nature of his/her expertise of specific function areas along with experience(in years)	Possesses over 27 years of experience in Corporate Accounting & Finance, Information technology, Investment Banking and taxation. During these 27 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 fields including Information Technologies & Infomedia Industry.	Experienced in Corporate Accounting & Finance.
Number of Meetings of the Board attended during the year	6	3	1
Other Directorship	A to Z Barter Private Limited A to Z Resorts Private Limited	BGIL Films & Technologies Limited ASPRIOR VENTURES PRIVATE LIMITED	UNIVERSO INFRA PRIVATE LIMITED
Chairperson/member of Committee of the Board of Companies in which he/her is Director	3	3	Nil
Shareholding of Director as on 31 st March, 2017	45652	1000	Nil

Item No. 7

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 dependent on several factors which were not in the control of Company's management. The funds requirements were 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 ensure profitable growth of the Company and enhance shareholders' wealth.

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; The Case is pending before Securities Appellate Tribunal.

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 31st March, 2017 is as under:

Sl. No.	Particulars	As per the Prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2017
1	Setting up our Offices	989.60	989.60	754.80
2	Repayment of RBS Loan	269.72	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50
5	General Corporate	650.00	711.39	711.39
6	Expansion of R & D	656.73	472.75	455.99
7	Meeting Long Term Working Capital Requirement	505	1240.87	1055.06
8	Cash & Escrow Bank Account & Investment ICD			587.37
	Total	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.6 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 : Noida
Date : 31st August, 2017

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are happy in presenting the Twenty Third Director's Report together with the audited Standalone & Consolidated financial Statements for the year ended 31st March, 2017.

1. Financial Summary

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

(Amount in lacs)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED 31 st March, 2017	FOR THE FINANCIAL YEAR ENDED 31 st March, 2017	FOR THE FINANCIAL YEAR ENDED 31 st March, 2016	FOR THE FINANCIAL YEAR ENDED 31 st March, 2016
	STANDALONE	CONSOLIDATED	STANDALONE	CONSOLIDATED
Revenue from operations	4020.75	4020.75	3107.90	3107.90
Other Income	4.12	12.80	8.64	15.23
Total Income	4024.87	4033.55	3116.54	3123.13
Total Expenditure	3724.25	3732.30	2598.40	2603.92
Profit before depreciation and tax	300.62	301.25	518.14	519.21
Less: Interest	41.34	41.45	39.59	39.67
Less: Depreciation	179.01	179.31	345.50	345.81
Profit before Tax	80.27	80.49	133.05	133.73
Less: Provision for Taxation	13.73	13.73	27.08	27.08
Less: Deferred Tax			35.42	35.42
Profit after Tax	87.69	87.91	70.55	71.03
Profit after tax and extra ordinary items	87.69	87.91	63.53	64.00

The Board of Directors hereby state that during the financial year ended on 31st March, 2017, Total Consolidated Revenue for the fiscal year 2016-17 is Rs. **4020.75** and Earnings before depreciation, Interest and tax is Rs. 301.25 **Lacs** .

2. YEAR IN RETROSPECT:

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 oversubscribed 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).

SEBI has passed the Adjudication order in the matter of Bharatiya Global Infomedia Limited, against the Company, One of Promoter Director, Executive Director and Ex Manager Finance dated 17th April 2014. The penalty imposed on the Company u/s 15HA & 15HB of SEBI Act is Rs. 5 Cr. & 1 Cr. respectively. However the company has been filed the Appeal before SEBI Appellate Tribunal (SAT) against the order of Adjudication Officer.

The Whole Time Member (WTM) of SEBI has passed the Final Order in the matter of Bharatiya Global Infomedia Limited, against the Company, One of Promoter Director, Executive Director and Ex Manager Finance dated 8th August 2014. However the company has been filed the Appeal before SEBI Appellate Tribunal (SAT) against the order of The Whole Time Member.

The details of the objectives for IPO and its fund deployment status as on 31.03.2017 as below:

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31 st March 2017
1	Setting up our Offices	989.60	989.60	774.80
2	Repayment of RBS Loan	269.72	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.5
5	General Corporate	650.00	711.39	711.39
6	Expansion of R & D	656.73	472.75	455.99
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1035.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37
	Total	5553.08	5553.08	5553.08

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, the Company has already recalled Rs. 5.75 Crores which has been utilized by the Company as per postal ballot resolution earlier passed by the Shareholders of the. Further, The Company has regularly disclosed its utilization of IPO

proceeds to the concerned Stock exchanges(s). The management is aggressively perusing the matter to recover the balance amount at earliest.

3. DIVIDEND:

No dividend is recommended for the year ended March 31st, 2017.

4. RESERVES:

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

5. SHARE CAPITAL:

There has been no change in the Share Capital of the company.

6. PUBLIC DEPOSITS

The Company has not accepted any public deposits u/s 73 of the Companies Act, 2013 during the period under review.

7. COMMITTEES OF THE BOARD:

Currently, the Board has the following Committees:

- a) Audit Committee.
- b) Nomination and Remuneration Committee.
- c) Stakeholder Relationship Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Section in this Annual Report.

7.1 Audit Committee:

The current composition of Audit Committee is as follows:

Mr. Sanjay Kapoor	Independent Director	Chairman
Mr. Rakesh Bhatia	Director	Member
Mr. Harjit Singh Anand	Independent Director	Member

All the recommendations made by the Audit Committee during the year were accepted by the Board.

7.2 Nomination and Remuneration Committee:

The current composition of Nomination and Remuneration Committee is as follows:

Mr. Sanjay Kapoor	Independent Director	Chairman
Mr. Harjit Singh Anand	Independent Director	Member
Mr. Rakesh Bhatia	Executive Director	Member

7.3 Stakeholder Relationship Committee:

The current composition of Stakeholder Relationship Committee is as follows:

Mr. Sanjay Kapoor	Independent Director	Chairman
Mr. Rakesh Bhatia	Director	Member
Mr. Harjit Singh Anand	Independent Director	Member

7.4 Women Grievance Committee

The current composition of Women Grievance Committee is as follows.

Name	Category
Ms. Arti Bhatia	Chairman
Ms. Bharti Saha	Member

8. BOARD & COMMITTEE MEETINGS

The board met 6 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

The details pertaining to the composition of the Board and that of its committees and such other details as required to be provided under Companies Act, 2013 are included in the Corporate Governance Report, which form part of Annual report.

9. SECRETARIAL AUDIT

The Board has appointed M/s AKP & ASSOCIATES, Company Secretaries to conduct Secretarial Audit pursuant to provision of Section 204 of the Companies Act 2013 for the financial year 2016-2017. The report of the Secretarial Auditor is attached as Annexure-I to do this report. Observation made in the Secretarial Auditor's Report are self-explanatory and do not call for any comments.

10. STATUTORY AUDITORS

M/s Samprk Associates, Chartered Accountants, (Firm Registration No. 013022N) New Delhi, are being ratified as Statutory Auditors of the Company conclusion of this Annual General Meeting (AGM) to the conclusion of next Twenty-fourth Annual General Meeting. The Company received confirmation that their appointment, if made, would be within the limits prescribed under section 139 of the Companies Act, 2013 and also that they are not otherwise disqualified within the meeting of Section 141 of the Companies Act, 2013, for such appointment.

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

11. INDEPENDENT DIRECTORS

Mr. Harjit Singh Anand, Mr. Sanjay Kapoor have been reappointed as an independent director for a another term of three years from September 01, 2017, to until the conclusion of Annual General Meeting to be held in the year 2020, subject to approval of the Shareholders in the ensuing Annual General Meeting.

Ms. Nanda Devi Soni has been appointed as an additional (Independent) director on the board of the company. The Board of Directors had at their meeting held on 27th May 2017, took note of the same.

All the Independent Directors have furnished declarations that each of them meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

12. POLICY ON DIRECTORS' APPOINTMENT / REMUNERATION OF DIRECTORS / KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The Nomination and Remuneration Committee constituted by the Company has formulated criteria for determining qualifications, positive attributes and independence of the Directors. The Committee has also recommended to the Board a Policy relating to remuneration ensuring: (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key managerial personnel of the quality required to run the company successfully; (ii) relation of remuneration to performance is clear and meets appropriate performance benchmarks; (iii) remuneration to key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals.

13. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis as Annexure-II, which forms part of the Annual Report.

14. EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE:

There is no qualification, reservation or adverse remark or disclaimer made by the Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or Comments by the Board.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

15. PARTICULARS OF EMPLOYEES

There are no employees whose particulars are required to be given in the terms of provisions of Section 134 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975.

16. CORPORATE GOVERNANCE

Regulation 27 of SEBI (Listing Obligation & Disclosure Requirement) Regulations 2015, mandates that the Board shall monitor and review the Board Evaluation frame-work. The Companies Act, 2013 provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The board of directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the Committee members on the basis of the criteria such as the composition of committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-Independent Directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

17. INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient control of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

18. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has established a Vigil Mechanism for its Directors and employees to report their genuine concerns or grievances. The said mechanism encompasses the Whistle Blower Policy, the Fraud Risk Management Process, Code of Conduct mechanism, etc. and provides for adequate safeguards against victimization of persons who use such mechanism and also provides direct access to the Chairperson of the Audit Committee. The Vigil Mechanism has been put up on the Company's website.

19. CONSERVATION OF TECHNOLOGY AND ABSORPTION

Since the Company does not own any manufacturing facility, the provision of Section 134 of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the report of Board of Director) Rules 1988, are not applicable.

20. FOREIGN EXCHANGE EARNINGS & OUTGO

The details of Foreign Exchange Earnings and Outflow during the Year under review are as below:
(Amount in INR)

Particulars	31.03.2017	31.03.2016
Earning in Foreign Currency :	-	-
Sale of Software (Including exchange rate fluctuation gain)		-
Expenditure in Foreign Currency :		-
Purchase of Hardware	37,267.75	

21. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of section 134 (3) (C) of the Companies Act, 2013, and based on the representations received from the operating management, the directors hereby confirm that:

1. In preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. The Directors had prepared the Annual Accounts on a going concern basis.
5. They had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
6. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. During the year, no complaints were received by the internal committee.

23. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of the loans, guarantees and investments have been disclosed in the financial statements.

24. CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company and its subsidiary company, which is forming part of the Annual Report. Further, as required under Rule 5 of the Companies (Accounts) Rules 2014, a statement in form AOC-1 containing salient features of the financial statements of the subsidiary company is attached as Annexure-III.

25. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure IV (a).

26. DISCLOSURE UNDER RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to the remuneration of the specified employees covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as Annexure IV (b).

27. TRANSACTIONS WITH RELATED PARTIES PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

The Company has adopted a Framework on Related Party Transactions (“RPT”) for the purpose of identification and monitoring of RPTs. Details of material contracts or arrangements or transactions with Related Parties on an arm’s length basis with respect to transactions covered under Section 188 (1) of the Act and the applicable Rules framed there under, in the prescribed Form No. AOC-2, are given in Annexure-V. Further, details of Related Party Transactions as required to be disclosed by Accounting Standard – 18 on “Related Party Disclosures” specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements. During the year, the Company has not entered into any transaction with Related Parties which are not in its ordinary course of business or not on an arm’s length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

28. SHARE CAPITAL & LISTING OF SECURITIES

During the financial year under review, the Company has not issued:

- any equity shares with differential rights as to dividend, voting or otherwise;
- any shares to its employees under the Employees Stock Option Scheme;
- any Sweat Equity Shares

29. EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3) (a) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in the prescribed Form MGT-9 is annexed as Annexure VI, which forms part of this report.

30. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The Company’s internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and same are adequate and operating effectively. These systems are periodically tested and no reportable material weakness in the design or operation was observed. The Audit Committee reviews adequacy and effectiveness of the Company’s internal control system including internal financial controls.

31. OTHER IMPORTANT ASPECTS

- The company may enter to form a joint venture in India or outside India to enhance its existing business.
- The matter regarding disposal of Digital Post Production Studio of the company has been postponed due to some technical difficulties and also because of pending company case before Securities Appellate Tribunal.
- The establishment of new office at Dubai is postponed for the time being.

32. ACKNOWLEDGEMENT

We thank our stake holders for their continued support during the year. We place on record our appreciation of the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support. We also thank the

Government of India particularly the Ministry of Commerce, Ministry of Finance, Ministry of Corporate, Affairs, The Customs and Excise Departments, The Income tax Department and other government agencies for their support, and look forward to their continued support in the future. And we also thank for the value advice and supported received from the other business Associates.

By the Order of the Board
For Bharatiya Global Infomedia Limited
Sd/-
Rakesh Bhatia
(Chairman-cum-Managing Director)

Place: Noida
Date: 31st August 2017



AKP & ASSOCIATES . COMPANY

To,

The Members,
BHARATIYA GLOBAL INFOMEDIA LIMITED
1301, Vijaya Building 17,
Barakhamba Road, Connaught Place
New Delhi

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BHARATIYA GLOBAL INFOMEDIA LIMITED. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st march, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by BHARATIYA GLOBAL INFOMEDIA LIMITED for the financial year ended on 31st march, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. **(N.A During the year under review, the Company has not accepted any foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing.)**
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(N.A During the year under review, the Company has not issued any securities.)**

AKP & ASSOCIATES, COMPANY



- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(N.A During the financial year the Company has not issued any securities to any employee)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(N.A During the financial year No Debt Securities has been issued or listed)**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, **(N.A During the financial year No Equity share has been Delisted)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(N.A During the year, the Company has not approved or done any scheme of buy back of Securities)**
- (i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange (Stock Exchanges).

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

- i. As explained to me, the company has complied with provisions of PF/ESI and other miscellaneous Acts except and to the extent of the amount of PF shown in Note No-8 of the Audited Balance Sheet for the year under scrutiny.
- ii. As explained to me, the company has complied with the applicable provisions of the Income Tax Act except and to the extent of amount of TDS shown in Note No-8 of the Audited Balance Sheet for the year under scrutiny.
- iii. The Appeal of the company before SAT against the order of AO and whole-time member of SEBI imposing penalty amounting to Rs. 6.00 CR is sub-judice.

We further report that the Board of Directors of the Company is constituted with balance of Executive Directors, Non-Executive Directors and Independent Directors, however, the company is advised to have strict compliance of 2/3rd and/or 1/3rd criteria just to have proper balance in between rotational and non-rotational Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



As explained to us, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that the Company has maintained the adequate systems and processes within the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For AKP & Associates

Company Secretaries

Sd/-

Ashutosh Kumar Pandey

Secretary in Whole Time Practice

Membership No.: 6847

Certificate of Practice No.: 7385

Place: Noida

Date: 31 August 2017



AKP & ASSOCIATES, COMPANY

ANNEXURE

To,

**The Members,
BHARATIYA GLOBAL INFOMEDIA LIMITED
1301, Vijaya Building 17,
Barakhamba Road, Connaught Place
New Delhi**

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
- 7) Separate guidance note on strict compliance is being issued and submitted to the concern department for future reference.

For AKP & Associates

Company Secretaries

Sd/-

Ashutosh Kumar Pandey

Secretary in Whole Time Practice

Membership No.: 6847

Certificate of Practice No.: 7385

Place: Noida

Date: 31 August 2017

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis: Nil

2. Details of material contracts or arrangement or transactions on an arm's length basis:

S.No.	Name of the related party	nature of relationship	Nature of contracts/arrangements/transactions;	Duration of the contracts/arrangements/transactions;	Salient terms of the contracts or arrangements or transactions including the value, if any;	Date(s) of approval by the Board, if any; and	Amount paid/Received as advances, if any.
1.	BGIL Films & Technologies Limited	Under Same management	Sale of goods	1 year	Sale of goods worth of Rs.2.75 Crore	-	Nil
2.	BGIL Films & Technologies Limited	Under Same management	Rent Received	1 year	Rent Received of Rs.1,20,000/-	-	Nil
3.	Merit Exports P Ltd.	Under Same management	Rent Paid	As Per Agreement	Rent Paid of Rs. 1,74,000/-	-	Nil
4.	Mr. Rakesh Bhatia	CMD	CMD	1 year	Salary of Rs. 22,00,008	-	Nil
5.	Mr. Kumar Pushkar	Company Secretary	Company Secretary	1 year	Salary of Rs.11,52,000/-	-	Nil
6.	Ms. Bharti Partha Saha & Sudhir Kumar Singh	Chief Financial Officer	Chief Financial Officer	1year	Salary of Rs. 5,84,000/-	-	Nil
7.	Rakesh Bhatia	CMD	Unsecured Loan	1year	Loan received from R.K Bhatia	-	6,355,200

**For and on behalf of the Board of Directors of
Bharatiya Global Infomedia Limited
Sd/-
Rakesh Bhatia
Chairman cum Managing Director**

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Merit Export P Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1-04-2016 to 31-03-2017
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR
4.	Share capital	1,440, 260
5.	Reserves & surplus	5,08,41,111
6.	Total assets	68,208,276
7.	Total Liabilities	1,59,24,980
8.	Investments	3,00,000
9.	Turnover	-
10.	Profit before taxation	22233
11.	Provision for taxation	
12.	Profit after taxation	22233
13.	Proposed Dividend	
14.	% of shareholding	88.58

Part "B": Not Applicable

Annexure III(A) Statement of Information to be furnished pursuant to section 197(12) of the Companies Act, 2013 and Rule (5)(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(1)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	1. Rakesh Bhatia (Chairman) 2. Sanjay Kapoor (ID) 3. Harjit Singh Anand(ID)	543.47 7.24 7.24		
(ii)	The percentage increase in remuneration of each director, chief financial officer, chief executive officer, Company Secretary or Manager, if any, in the Financial year	1. Rakesh Bhatia (Chairman) 2. Sanjay Kapoor (ID) 3. Harjit Singh Anand(ID) 4. Arti Bhatia 5. Kumar Pushkar 6. Bharti Saha 7. Sudhir Kumar Singh	Nil Nil Nil Nil Nil Nil Nil		
(iii)	The percentage increase in the median remuneration of employees in the financial year.	Nil			
(iv)	The number of permanent employees on the rolls of the Company	40			
(v)	The explanation on the relationship between average increase in remuneration and company performance	Average increase in remuneration of Employees is 15%. The profit before tax of the company has increased.			
(vi)	Comparison of the remuneration of the Key managerial Personnel against the performance of the Company	The Remuneration of KMP'S during the year was 39.36 Lakhs against the Net Profit of the Company of 8,026,258			
(vii)	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current year and previous year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed company and in case of unlisted companies, and in the net worth of company as at the close of the current financial year and previous financial year.		31.03.2017	31.03.2016	
		Market Capitalization	9,50,58,660	117,397,445	
		PE Ratio	15	18.5	
		Net Worth	920,522,270	911,753,641	
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in salaries of employees other than managerial personal in 2016-2017 was 15%.Percentage increase in Managerial Remuneration for the year is NIL			
(ix)	Comparison of remuneration of Key Managerial Personnel against performance of the Company	Particulars	CMD	CS	CFO
		Remuneration	22 Lakhs	11.52 Lakh	5.84 Lakhs
		Revenue	4024.86 Lakhs	4024.86 Lakhs	4024.86 Lakhs
		PBT	101.42 Lakhs	101.42 Lakhs	101.42 Lakhs

(X)	The Key Parameters for any variable component of remuneration availed by the directors: The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	As per Section 198 of the Companies Act, 2013.
(xi)	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration is paid as per the remuneration policy of the company.

Particulars of Employees under Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on 31ST March 2017 is not Applicable to the Company

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN AS ON 31st MARCH 2017

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L74999DL1994PLC062967
ii.	Registration Date	November 24, 1994
iii.	Name of the Company	Bharatiya Global Infomedia Limited
iv.	Category/Sub-Category of the Company	Public Limited Company- limited by shares
v.	Address of the Registered office and contact details	1301, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi 110001, Delhi
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare (P) Limited, Karvy Selenium Tower B, Plot No.32-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Tel: +91-40-67161510-1512, Fax: +91-40-23001153 E-mail: mailmanager@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/	% to total turnover of the company
1	Information Technologies	-	86%
2	Media & Entertainment	-	14%

Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt. (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	2557102	0	2557102	16.14	2731271	15000	2746271	17.00	.86
b) Individuals									
(i) Individual shareholders holding Onominal share capital upto Rs. 2 lakh	2855560	230742	3086302	19.48	1987372	58467	2045839	12.91	6.57
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2128750	0	2128750	13.44	2418563	647603	3066166	19.35	5.91

<i>c) Others(Specify)</i>									
(c-i) Clearing Members	57552	0	57552	0.36	84432	0	84432	.5	.14
(c-ii) NRI/OCB	44974	0	44974	0.28	184624	0	184624	1.16	.88
(c-iii) Trusts	0	0	0	0					0
Sub-total(B)(2)	7643938	230742	7874680	49.70	7406262	721070	8127332	51.00	1.22
Total Public Shareholding (B) = (B)(1) + (B)(2)	7643938	230742	7874680	49.70	7406262	721070	8127332	51.00	1.22
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0		0
Grand Total (A+B+C)	15047535	795575	15843110	100	15025707	817403	15843110	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Rakesh Bhatia	2938686	18.55	0	2938686	18.55	66.49 1954000 Shares	0
2.	Arti Bhatia	1924544	12.15	0	2135335	13.47	0	1.32
3.	Number one Finvest (P) Ltd.	686000	4.33	0	657500	4.15	35.89 236000 Shares	(.18)
4.	Rakesh Bhatia (HUF)	540000	3.41	0	540000	3.41	0	0
5.	BGIL Films & Technologies Limited	514295	3.25	0	514295	3.25	0	0
6.	Grindlay Finman (P) Ltd.	500067	3.16	0	693967	4.38	88.48 614000 Shares	1.22
7.	Number One Finsec (P) Ltd.	231938	1.46	0	100321	.63	99.68 100000 Shares	.83
8.	Bhatia Investment & Finance (P) Ltd.	492223	3.11	0	0	0	0	
9.	Gaurav Bhatia	77500	0.49	0	77500	0.49	0	0
10.	Santoshi Devi	33333	0.21	0	33333	0.21	0	0
11.	J K Bhatia	24333	0.15	0	24333	0.15	0	0
12.	Atul Tomar	500	0.00	0	500	0.00	0	0
13.	B K Bhatia	8	0.00	0	8	0.00	0	0
14.	Kripal Singh	5000	0.03	0	0	0	0	(.03)

	Total	7968430	50.3	0	7715778	48.69	37.6	1.61
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iii. Change in Promoters' Shareholding (please specify, if there is no change

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	7968430	50.3	7715778	48.69
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	7968430	50.3	7715778	48.69

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	2,63,27,704	6355200	<i>Nil</i>	3,26,82,904
Total(i+ii+iii)	2,63,27,704	6355200	<i>Nil</i>	3,26,82,904
Change in Indebtedness during the financial year				
- Addition		<i>Nil</i>	<i>Nil</i>	
- Reduction				
Net Change		<i>Nil</i>	<i>Nil</i>	
Indebtedness at the end of the financial year				
i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	Rakesh Bhhatia	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22,00,008	22,00,008
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profit in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total(A)	22,00,008	22,00,008
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Director				Total Amount
	<u>Independent Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	10,000				
	Total(1)	10,000				
	<u>Other Non-Executive Directors</u> · Fee for attending board committee meetings · Commission · Others, please specify	Nil				
	Total(2)	Nil				
	Total(B) = (1 + 2)					
	Total Managerial Remuneration	10,000				
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		1152000	584000	1736000
2.	Stock Option		Nil	Nil	Nil

3.	Sweat Equity		Nil	Nil	Nil
4.	Commission - as %of profit -others, specify...		Nil	Nil	Nil
5.	Others, please specify				
6.	Total		1152000	584000	1736000

VI. PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment	N.A.	N. A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. Directors					
Penalty					
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. Other Officers In Default					
Penalty					
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW OF IT INDUSTRY

India's information technology industry is projected to clock revenue of \$225 billion by 2020 and \$350 billion by 2025 as digital and cloud technologies redefine the contours of products and services, the National Association of Software and Services Companies said. The forecast for 2020 is \$75 billion short of an earlier estimate of \$300 billion made in 2013. NASSCOM officials said the projections have not been "scaled down" and are below the \$300 billion mark because revenue from ecommerce has been excluded. Consultancy firm McKinsey & Co. India, which partnered in the study, said the \$300 billion target was the aggressive end of the projection, while the base level was \$175 billion and \$225 billion is the more realistic figure. However, the numbers could reflect the churn caused by emerging digital and cloud technologies that are disrupting traditional businesses.

INDIAN INFORMATION & TECHNOLOGY (IT) INDUSTRY & ITS FUTURE

India has reached a tipping point where cognitive computing, big data analytics, cloud computing, and the rapidly growing Internet of Things (IoT) are transforming businesses around the globe—including those outside the technology sector. We're also seeing promising advancements in materials, software, fabrication techniques and machine design that are likely to lead to an expansion in enterprise applications. The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY 2017-18 in constant currency terms. The sector is also expected triple its current annual revenue to reach US\$ 350 billion by FY 2025.

Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year (y-o-y). The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018; increased penetration of internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020. Open platforms are a powerful tool for transformative change. They help to accelerate innovation by enabling developers and companies to explore the art of the possible. The IoT, big data analytics, cloud computing, additive manufacturing, and cognitive computing are all areas where we expect to see platform plays in the near future—and where significant investments are being made. We're already seeing rapid growth in Artificial Intelligence (AI) applications for commercial use—and that is due largely to the availability of open developer platforms.

STRATEGY

The Company's strategy for longer term growth has been to (a) continually expand its addressable market by investing in newer geographies, newer industry verticals and newer service lines and (b) strengthen and deepen existing client relationships through a customer-centric approach, superior execution that gives clients an experience of certainty, a full services capability. BGIL has been one of the earliest technology players to explicitly call out the deep impact that the digital forces would have on enterprises, consumers, governments and on societies. As enterprises dematerialized their assets and got hyper-connected, operations became more software-driven and generated masses of real time data which could be mined for actionable insights. Further, Digital adoption continued apace and the Company's participation in customers' digital spending grew substantially. With the scale and scope of digital programmers' increasing beyond the pure front-end space and pervading the rest of the underlying application stack, our scale and digital capability position us very strongly to become the preferred digital partner for more and more clients by introducing new relevant technologies.

INTELLECTUAL PROPERTY

BGIL has had a history of investing in intellectual property, exemplified by the industry leading. The Company has carried forward that tradition into the digital era and established a reputation for thought leadership and innovation among customers by investing in building out one of the largest portfolios of digital platforms and products, spanning the technology space, horizontal functions and industry-specific functions. Every one of these products and platforms has multiple customers and is gaining market traction.

COMPANY OVERVIEW & ITS INTELLECTUAL PROPERTIES

Bharatiya Global Infomedia Limited (BGIL) is one of the top most company providing turn-key based solutions to almost all sorts of industries namely Road & Transportation, Infra & Building, Health & Medical, Defense, Security & Surveillance etc. etc by proving following solutions mainly keeping in mind the smart city traffic solutions and other smart facility solutions:

SMART CITY TRAFFIC SOLUTIONS

- Parking Management System© (PMS)
- Parking Guidance System (PGS)
- Smart Solution for ISBT,
- Toll Management System©
- Automatic Number Plate Recognition System©
- Under Vehicle Surveillance System
- Ticket Dispensing System©
- Automatic Payment Station (APS)
- Fleet Management System
- City Bus Surveillance system
- CCTV & Auto Surveillance
- Boom Barrier, Access Control
- Pedestrian Access Control System
- Perimeter Fencing etc

SMART ENTERPRISE SOLUTIONS

- Smart Campus/Smart Homes
- Visitor Management System
- Canteen Management System©
- Asset Tracking System©
- Laptop Tracking System
- File Tracking System
- Lighting Management System
- Event Management System
- Employee Tracking System©
- Time-Attendance System
- Library Automation & Management System
- Student Information System
- Smart School Management System
- Pilgrimage Management System

R & D/ New Products/Solutions

We have intelligent, efficient, affordable and environmentally acceptable solutions for sustainable traffic requirements that incorporate various aspects of Sensing, Communications, Applications, Computing and User Services. Our business is driven around the three pillars of: ► Meaningful innovation with a Make in India philosophy ► Indigenous products and solutions developed by a strong R&D team ► Cutting edge technology leveraging partnerships; our company is all set to adopt new technologies emerging on day to day basis with a concept of its proper utilization with our existing production base using artificial intelligence and Internet on Things (IoT). AS THE INTERNET of Things (IoT) continues its run as one of the most popular technology buzzwords of the year, the discussion has turned from what it is, to how to drive value from it, to the tactically how to make it work by using artificial intelligence(AI).

Focused Industrial Segments and completed Projects:

BGIL has developed and implemented new software solutions for 'Smart Cities' and 'Smart Enterprises' Solutions during the year and have won few projects like Mohali ISBT, C&C, Chandigarh Transport Undertaking (CTU) Parking, Chandigarh, Cloud Nine Realtors, Ultra Space Developer, Reliance Mall-Surat, MSKJV-Manesar, True Blue (India), Toshi Automatic systems etc; further, in the series like Company has been continuously building up its strong presence by enhancing relationship with leading Global System Integrators and corporate etc. Till beginning of the year we had successfully executed projects of high prestige and value with an extension of ongoing projects like DIMTS, ADOBE Systems-Noida & Bangalore, ONGC, WIPRO, INSIGNIA & NAFA- Dheeraj Realities, R-City Mall Developers-Mumbai, Runwall Developer, Mumbai, Altamount- Lodha Developers, Honeywell Technologies Solutions, Medanta Hospital, Fortis Hospitals, AON-Hweitt, Price Water House (PWC) etc. The focus shall further be strengthened in the coming year and the company's business is expected to grow with new relationships as the Company is also looking beyond

current strategies to add on new growing segment like Infra and City Smart Homes Surveillance, Smart Cities and related facility management system etc.

Approach to marketing and proposed marketing set-up:

We have changed our focus to Smart City and related products and IT solutions during the year and company is confident to achieve a ranking position in the segment. Further, As a result of new client acquisitions in various segments year by year we are managing client relationships and business development through targeted interaction with client organization. We have own marketing offices at Noida and Mumbai and representative offices in Eastern & South Region. Our marketing initiatives are constant 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. The company has got 18 Products IPRs registered till date which are as follows:

<i>Registered Copyrights (18) & 4 IPR under process</i>	
<i>BGIL Toll Management Systems</i>	<i>BGIL Smart Campus System</i>
<i>BGIL Canteen Management System</i>	<i>BGIL Parking Guidance System</i>
<i>BGIL Ticket Dispensing System</i>	<i>BGIL Laptop Tracking System</i>
<i>BGIL Token-less Two Factor Authentication System</i>	<i>BGIL Intelligent Master Controller</i>
<i>BGIL Asset Tracking System</i>	<i>BGIL File Tracking System</i>
<i>BGIL Employee Tracking System</i>	<i>BGIL Visitor Management System</i>
<i>BGIL Automatic Number Plate Recognition System</i>	<i>BGIL Fleet Management System</i>
<i>BGIL Parking Management System</i>	<i>BGIL Pilgrimage Management System</i>
<i>BGIL Food Cort Mgt System</i>	<i>BGIL Club Mgt System</i>

OPPORTUNITIES AND THREATS:

India continues to reinforce its position as the only country in the world from where one can do anything and everything. India has continued to maintain its first mover advantage and retained its leadership position in the global sourcing arena. Further, India is also facing a common global threats which most of the developed countries are facing now a days but India’s position is far better because of its geographical situation and young mind strength.

SECURITY AND SAFETY MARKET:

The market for India, combining the organized and unorganized sectors, is estimated at more than \$500 million, and growing at about 30 per cent per year. India's electronic security market is estimated to be in the region of \$227 million and is growing at a compound annual growth rate of 8.9 percent. According to Frost & Sullivan, globally, the security industry is estimated at \$140 billion and it is growing at around 10-12 per cent CAGR (Compound annual growth rate). India, South Africa, China, Middle East, South America and some of the South Asian countries form the rapid growing markets. An evolving business landscape in India, accompanied by the increased use of technology, has brought about a glut of new security challenges that range from breaches in enterprise-level data security to issues of consumer identity privacy.

A trend that has emerged is the industry moving towards a 'one-stop shop' model in the commercial and industrial markets as customers seek to decrease their systems integration costs. Another trend is the thrust to focus on digital from analogue. The industry is witnessing IP-based systems gaining ground and also the convergence of IT and physical security. Intelligent Facility Management Systems and emergence of security industry publications reflect the maturity of the industry. Also the number of exhibitions and seminars, along with the professionally active involvement of industry associations, are bound to pay dividends.

ROAD AHEAD

Social, Mobility, Analytics and Cloud (SMAC) are collectively expected to offer a US\$ 1 trillion opportunity. Cloud represents the largest opportunity under SMAC, increasing at a CAGR of approximately 30 per cent to around US\$ 650-700 billion by 2020. The social media is the second most lucrative segment for IT firms, offering a US\$ 250 billion market opportunity by 2020. The Indian e-commerce segment is US\$ 12 billion in size and is witnessing strong growth and thereby offers another attractive avenue for IT companies to develop products and services to cater to the high growth consumer segment. India is still the topmost off-shoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.

A. PERFORMANCE AND OUTLOOK:

BGIL's reported a consolidated revenue of Rs. 4033.55 Lacs during the year 2016-17 as against revenue of Rs. 3123.13 Lacs for the 2015-16. The Gross Profit before Interest, Depreciation & Tax are 301.25 Lacs during the current year as against previous year as INR 519.21

Net consolidated Profits during the year 2016-17 were Rs 87.91 Lacs as against net profit of Rs. 64.00. Lacs in the year 2015-16. The consolidated shareholder's funds as at March 31, 2017 amount to Rs 9205.22 Lacs.

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.

B. 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.

C. INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT

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

D. 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, 2013 and other applicable laws, Rules & Regulations. The company has always strived towards compliance of all statutory requirements.

E. 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.

Report on Corporate Governance

1. Our Corporate Governance Philosophy-

Our Corporate Governance is a reflection of our value system encompassing our culture, policies and relationship with our stakeholders. Integrity and transparency are key to our Corporate Governance practices to ensure that we gain and retain the trust of our stakeholders at all times. At Bharatiya Global Infomedia Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

2. Corporate Governance Principles

The Board has defined a set of corporate governance best practices and guidelines to help fulfill our corporate responsibility to our stakeholders. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations as and when required. Further, these guidelines allow the Board to make decisions that are independent of the Management. The Board may change these guidelines regularly to achieve our stated objectives.

3. Board of Directors

The Board of Directors determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries. The Company is headed by a Board that exercises leadership, integrity and judgment in directing so as to achieve continuing prosperity and to act in the best interest of the Company. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This is reflected in the Company's governance practices, through which it strives to maintain an active, informed and independent Board. They ensure that the Company complies with all relevant laws, regulations, governance practices, accounting and auditing standards. They identify key risk areas and key performance indicators of the Company's business and constantly monitor these factors.

4. Composition and category of Directors:

Bharatiya Global Infomedia Limited has a balanced Board with combination of Executive and Non-Executive Directors, to ensure an independent functioning and the composition of the Board is in conformity with Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015. Non-Executive Directors include Independent professionals with experience in business, finance, technology and media. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being Independent. The Company has received declarations from the Independent Directors stating that they meet the criteria of independence as provided in Section 149(6) of the Act. No Director was related during the year except Mrs. Arti Bhatia to any other Director on the Board in terms of the definition of "relative" given under the Companies Act, 2013.

The Board comprises of Four (5) Directors which includes, Three Directors are Independent Directors.

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

Name	Designation	Independent/Non-Independent	Shareholding as on 31 st March,2017	Board Meetings Attended	Whether present at previous AGM held On 30 th Dec 2016
Mr. Rakesh Bhatia	CMD	Non-Independent	2,938,686	6	Yes
Mrs. Arti Bhatia	Director	Non-Independent Non- Executive	2135335	6	Yes
Mr. Sanjay Kapoor	Director	Independent	Nil	6	Yes
Mr. Harjit Singh Anand	Director	Independent	Nil	3	-
Mrs. Nanda Devi Soni	Director	Non-Independent Non-Executive	Nil	1	-

4.2 Dates of Board Meetings held during the financial year 2016-2017

S. No.	Date of Board Meetings
1	May 30th 2016
2	July 07th, 2016
3	August 11th, 2016
4	November 12, 2016
5	December 1st, 2016
6	February 14th, 2017

4.3 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.

5. Declaration by Independent Directors

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received necessary declarations from each Independent Director that he meets the criteria of independence in terms of the above mentioned provisions.

6. Independent Directors' Meetings

In terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall meet at least once in a year, without the presence of Executive Directors and members of the management. During the year, the Independent Directors met on February 11th 2016 and inter-alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. Audit Committee

The role and the powers of the Audit Committee are as per guidelines set out in Regulation 27(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and provisions of section 177 of the Companies Act, 2013.

The committee meets the periodically and reviews:

The Audit committee provides directions to the audit and risk management function in the Company and monitors the quality of internal audit and management audit with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the Management, Statutory and Internal Auditors on the financial reporting process and the safeguards employed by them. The gist of the responsibilities of the Audit Committee:

- Recommend appointment and removal of the Auditors and their remuneration, nature and scope of audit
- Ensure adequacy of internal controls and compliances and recommend Remedial measures
- Review adequacy of the Internal Audit function
- Review and monitor the auditors' independence and performance and effectiveness of the audit process
- Oversee financial reporting process and disclosure of financial information
- Examine the financial statements and the auditors' report thereon
- Evaluate internal financial controls and the risk management systems
- Act as a link between the Statutory Auditors, Internal Auditors and the Board of Directors
- Review accounting policies, Monitor compliance with the Tata Code of Conduct
- Approve any transactions of the Company with related parties or any subsequent modifications thereof
- Scrutinize inter-corporate loans and investments
- Evaluate the valuation of undertakings or assets of the Company, if necessary
- Monitoring the end use of funds raised through public offers and related Matters.
- Review the findings of internal investigations / frauds / irregularities, etc.
- Carry out additional functions as contained as per the regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee
- Carry out the responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices

Composition, name of Members and Chairman:

Chairman: Mr. Sanjay Kapoor - Independent Director

Members: Mr. Rakesh Bhatia –Executive Director

Mr. Harjit Singh Anand - Independent Director

All members of the Audit Committee have accounting and financial management Knowledge. Mr. Sanjay Kapoor is the Chairman of the Audit Committee and has accounting and financial management expertise.

During the year, the Audit Committee met four times respectively on 30th May 2016, 11th August 2016, 12th November 2016, 13th Feb 2017 and the necessary quorum was present at the meetings.

Name	Category	No. of meetings held during the year	
		Held	Attended
Mr. Sanjay Kapoor (Chairman)	Independent	4	4
Mr. Harjit Singh Anand	Independent	4	3
Mr. Rakesh Bhatia	Non-Independent	4	4

8. Nomination & Remuneration Committee

Brief description, terms of reference, Composition, name of Members and Chairman:

The Committee is entrusted with the following role and responsibilities:

- *Formulation of criteria for determining qualifications, positives, attributes & independence of a Director and to recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.*
- *Formulation of criteria for evaluation of Independent Directors and the Board Devising a policy on Board diversity.*
- *Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.*

8.1 Remuneration Policy:

The Remuneration 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.

8.2 Composition

The composition of the Nomination and Remuneration Committee is as follows:

Chairman: Mr. Sanjay Kapoor - Independent Director

Members: Mr. Arti Bhatia - Non-Executive - Non Independent Director

Mr. Harjit Singh Anand - Independent Director

Mrs. Nanda Devi Soni - Independent Director

8.3 Meeting and attendance during the year 2017:

Name	Category	No. of meetings held during the year	
		Held	Attended
Mr. Sanjay Kapoor (Chairman)	Independent	2	2
Mr. Harjeet Singh Anand	Independent	2	NIL
Mrs. Arti Bhatia	Non -Independent	2	2

8.4 Details of Remuneration paid or payable to Directors during the year 2017:

Total Director Remuneration paid during the year is Rs. 2,19,6000 and Director sitting fees paid is Rs. 15000/- only.

9. Shareholders/Investors Grievance Committee

Scope of Shareholders/Investors Grievances Committee's activities: The scope of the 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 with the stakeholders.

9.1 Composition, Meetings and Attendance of Committee:

Name	Category
Mr. Rakesh Bhhatia-Chairman	Non-Independent
Mr. Sanjay Kapoor	Independent
Mr. Harjit Singh Anand	Independent

10. Women Grievance Committee

Name	Category
Ms. Arti Bhatia	Chairman
Ms. Divya Sharma	Member
Ms. Bharti Saha	Member

The Company Secretary of the Company acts as Secretary to the Committee. There were one meeting held during the year and same was attended by all the members and chairman. All complaints were satisfactorily resolved. There are no complaints pending as on March 31, 2017.

11. General Body Meetings:

a. Location and time where last three Annual General Meetings (AGM) held:

Date	Location	Time
29.09.2014	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	10:15
29.09.2015		10:15
30.12.2016		10:15

b. Whether any Special Resolution passed last year through postal ballot - details of voting pattern:

No.

c. Whether any Special Resolution is proposed to be conducted through postal ballot:

No.

12. Means of Communication

- a) The quarterly and half yearly results/ other communications were published in **Financial Express** in English and **Jansatta** in Hindi.
- b) The Company's audited and un-audited periodical financial results, press releases are posted on the Company's website -www.bgil.in and website of BSE -www.bseindia.com & www.nseindia.com.
- c) Whether it also displays official news releases:
There was no official news release.
- d) The presentations made to institutional investors or to the analysts:
No presentation was made to institutional investors or to the analysts.

13. General Shareholder Information

a) Twenty Third Annual General Meeting:

Date	September 27th, 2017
Time	03:30 p.m.
Venue	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
Financial Year	April1, 2016 to March 31, 2017
Listing Fees	The Company has paid the Annual Listing Fess to the NSE & BSE for the Financial Year 2016-2017.
Book Closure	September 21 st , 2017 to September 27th, 2017 (Both days inclusive).
Listing on Stock Exchanges	National Stock Exchange Limited (NSE) & Bombay Stock Exchange (BSE)
ISIN Number	INE224M01013
Registered office	1301, 13 th Floor, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001.

b) Registrar and Share Transfer Agents:

In order to attain speedy processing and disposal of share transfers and other allied matters, the Board has appointed M/s. Karvy Computershare Private Limited as the Registrar and Share Transfer Agents of the Company. Their complete postal address is as follows:

M/s. Karvy Computershare Private Limited.
Karvy Selenium, Tower- B, Plot No 31 & 32,
Financial district, Nanakramguda,
Serilingampally Mandal, Hyderabad, 500032, India.
Tel: +91 04 67161500
Toll Free No: 18003454001
Email: einward.ris@karvy.com

c) Company Secretary and Compliance Officer:

Name of the Compliance Officer	Mr. Kumar Pushkar
Address	B-66, Sector-60, Noida-201301, (U.P)
Contact telephone	+91-0120-4227792/95
E-mail	kumar.pushkar@bgilinfo.com
Fax	+91-0120-4227791

d) Share Transfer and Transmission system:

The trading in Equity Shares of the Company is permitted only in dematerialized form. Share Transfers in physical form are registered and return within 15 days from the date of receipt, if documents are in order in all respects.

e) Investor Correspondence:

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

Name	E-Mail ID	Telephone Number	FAX No.
Mr. Kumar Pushkar	Kumar.Pushkar@bgilinfo.com	+91-01204227792	+91-0120-4227791

Following is the address for correspondence with the Company:

Bharatiya Global Infomedia Limited

1301, 13th Floor, Vijaya building 17, Barakhamba Road, Connaught Place, New Delhi-110001

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

E-mail: contact@bgilinfo.com

f) Stock Market Price Data: High and Low during each month in the year on BSE:

Month	High	Low
<i>Apr 16</i>	6.28	4.84
<i>May 16</i>	6.27	5.14
<i>Jun 16</i>	6.14	4.15

<i>Jul 16</i>	<i>4.93</i>	<i>3.77</i>
<i>Aug 16</i>	<i>4.47</i>	<i>3.62</i>
<i>Sep 16</i>	<i>4.69</i>	<i>3.76</i>
<i>Oct 16</i>	<i>6.48</i>	<i>3.90</i>
<i>Nov 16</i>	<i>8.25</i>	<i>4.82</i>
<i>Dec 16</i>	<i>9.62</i>	<i>5.82</i>
<i>Jan 17</i>	<i>22.13</i>	<i>10.10</i>
<i>Feb 17</i>	<i>17.20</i>	<i>10.90</i>
<i>Mar 17</i>	<i>12.40</i>	<i>8.01</i>

14. Code of Conduct

In compliance with regulation 26 (3) of the listing regulations and the Companies Act, 2013, the Company has framed and adopted a code of conduct and ethics (“the Code”). The code is applicable to the members of the Board, the executive officers and all employees of the Company and its subsidiaries.

15. Disclosures

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large:

Nil.

- (b) Details of non-compliance by the company, penalties, strictures imposed on the company by Bombay Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None.

- (c) Vigil Mechanism/Whistle Blower Policy:

The Company has established the Vigil Mechanism for Directors and Employees to report genuine concerns or grievances. The Audit Committee of the Company oversees the Vigil Mechanism. The Vigil Mechanism has been disclosed on website of the Company. In case complaints relates to the Managing Director and Non-independent Directors, and in exceptional or appropriate cases any employee may report his concern to Mr. Sanjay Kapoor, Chairman of the Audit Committee.

- (d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory.

(e) Subsidiary Company

The Company has formulated a policy for determining material subsidiaries which is disclosed on the Company's website

(f) Related Party Transactions

The Company has formulated a Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions which is disclosed on the Company's website.

Strategy

Risks arising out of these choices we have made in defining our strategy and the risk to the successful execution of these strategies are covered in this category – for example, risk inherent to our industry and competitiveness are analyzed and mitigated through strategic choices of target markets, the company's market offerings, business models and talent base. Details of the Company's strategy are described in other sections of this document. Potential risks to the long-term

Operational

Risks arising out of internal and external factors affecting policies, procedures people and systems in our support functions thereby impacting service delivery, compromises our core values or not in accordance with generally accepted business practices or impacting their own service operations are covered in this category- for example, risks of business activity disruptions due to natural calamities, terrorist attacks or war or regional conflicts, or disruptions in telecommunications, system failures, virus attacks or breach of cyber security.

Certificate pursuant to Regulation 17(8) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015

To

The Board of Directors

Bharatiya Global Infomedia Limited

I, **Rakesh Bhatia**, CMD hereby certify that:

- (a) I have reviewed financial statements for the year ended March 31, 2017 and that to the best of my knowledge and belief:
 - (a) these financial statements do not contain any materially untrue statement or omit any material fact Or Contain statements that might be misleading;
 - (b) 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.

For Bharatiya Global Infomedia Limited

Sd/-

Rakesh Bhatia

Chairman cum Managing Director

Place: Noida

Date: 31.08.2017

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

Bharatiya Global Infomedia Limited

We have examined the compliance of conditions of Corporate Governance by Bharatiya Global Infomedia Limited ('the Company'), for its financial year ended March 31, 2017, as stipulated in as stipulated under Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of 46, para C, D and E of Schedule V and any other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with the relevant records/documents maintained by the Company furnished to us for our review and report on Corporate Governance as approved by the Board of Directors.

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 SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

We 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 AKP & Associates
Company Secretaries
S/d
Ashutosh Kumar Pandey
Practicing Company Secretary
C.P. No.7385

Place: Noida
Date: 31.08.2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARATIYA GLOBAL INFOMEDIA LIMITED

Report on the Financial Statements

1. *We have audited the accompanying standalone financial statements of **BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967)** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.*

Management's Responsibility for the Standalone Financial Statements

2. *The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.*

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of

the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date ***subject to non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.40 crores alongwith accrued interest, thereby, increasing the profit by the same amount as further detailed in note no. 31 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 30 and confirmation and reconciliation of some of accounts as further detailed in note no. 25 and Non Provision of penalty imposed u/s 234E of the Income Tax Act, 1961 to the extent of Rs. 2.98 Lacs as detailed in note no.32.***

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it 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) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017, on its financial position in its financial statements.
 - ii) The Company has made provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017

For S A M P R K & Associates

Chartered Accountants

Firm Registration No 013022N

S/d

CA. Pankaj Sharma

Partner

Place: New Delhi

Dated: 26/05/2017

Annexure- A to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of **BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967)** on the standalone financial statements as of and for the year ended March 31, 2017

I (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets have been physically verified by the management during the year in a phased manner and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of free hold immovable properties are held in the name of the Company.

ii. The management has conducted physical verification of inventory at reasonable intervals and no material discrepancies in inventory were noticed on physical verification.

iii The Company has granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii) (a), (iii) (b) & (iii) (c) of the said Order are not applicable to the Company.

iv According to the information and explanations given to us and the records of the Company examined by us, in our opinion in respect of loans, investments, guarantees & security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

v. The Company has not accepted any deposits from the public.

vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Govt. for the maintenance of Cost Records under sub section 1 of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have however, not made a detailed examination of these records. **-N/A to this Company.**

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March, 2017 for a period of more than six months from the date they became payable **except the amount of VAT of Rs . 13,59,761/- and Service tax Of Rs. 4,82,022/- and TDS of Rs. 39,500/-.**

(b) According to the information and explanations given to us and the records of the Company examined by us, the dues outstanding of income-tax, wealth-tax, sales tax, service-tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute as at March 31, 2017.

Name of the Statute	Nature of dues	Amount (In Rupees)	Period to which the amount relates	Remarks, if any
Income Tax Act, 1961	Demand u/s 143(1)(a)	9,57,632	2006-07	Application for Rectification u/s 154 has already been submitted
Income Tax Act, 1961	Demand u/s 115_WE	1,79,547	2009-10	Application for Rectification u/s 154 has already been submitted
Income Tax Act, 1961	Demand u/s 220(2)	1,19,522	2011-12	Adjusted against refund of AY 2013-14 and 2014-15
Income Tax Act, 1961	Demand u/s 143(3)	1,25,620	2012-13	Adjusted against refund of AY 2013-14 and 2014-15
Income Tax Act, 1961	Demand u/s 234 E	1400	2016-17	
		16,200	2015-16	
		2,00,206	2014-15	
		38,400	2013-14	
		42,600	2012-13	

viii. According to the records of the Company examined by us and the information and explanation 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.

ix Based on the audit procedures applied by us and according to the information & explanations provided by the management, the Company has not raised any moneys by further public offer (including

debt instruments) during the year. Term loans taken by the company during the year have been applied for the purpose for which the loans were obtained.

X During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has paid and provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.

xii. In our opinion & according to the information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the records of the Company examined by us and the information and explanation given to us, the company has complied with section 177 and 188 of the Companies Act 2013 in relation to transaction with related parties and the details have been disclosed in the Financial Statements.

xiv. The company has not made any equity/preferential allotment of share warrants during the year under review and the requirement of Section 42 of the Companies Act, 2013 to be complied are not applicable.

v. As per the information & explanations given to us the company has not entered into any non cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

For S A M P R K & Associates

Chartered Accountants

Firm Registration No 013022N

S/d

CA. Pankaj Sharma

Partner

Place: New Delhi

Dated: 26/05/2017

Annexure-B to the Independent Auditor's Report,

Report on the Internal Financial Controls

We have audited the internal financial controls over financial reporting of **BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967)** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S A M P R K & Associates

Chartered Accountants
Firm Registration No 013022N
Sd/-
CA. Pankaj Sharma
Partner

Place: New Delhi
Dated: 26/05/2017

BHARATIYA GLOBAL INFOMEDIA LIMITED

Balance Sheet as at 31 March 2017

(Rupees in INR)

	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
			31.03.2017	31.03.2016
I.	Equity and Liabilities			
(1)	Shareholders' funds			
	(a) Share Capital	2	158,431,100	158,431,100
	(b) Reserves and Surplus	3	762,091,164	753,322,530
	(c) Money received against share warrants		-	-
(2)	Share application money pending allotment			
(3)	Non-Current liabilities			
	(a) Deferred Tax Liabilities	4	38,410,888	38,566,862
	(b) Other Long Term Liabilities	5	12,600,502	22,016,572
	(c) Long-Term Provisions	6	1,932,708	3,511,065
(4)	Current liabilities			
	(a) Short-Term Borrowings	7	32,682,904	28,370,751
	(b) Trade Payables		145,794,395	111,508,734
	(c) Other current liabilities	8	34,199,966	18,987,746
	(d) Short-Term Provisions	9	4,324,435	2,795,032
	Total		1,190,468,063	1,137,510,393
II	Assets			
(1)	Non-current assets			
	(a) Fixed assets	10		
	(i) Tangible assets	10.1	99,881,973	112,384,270
	(ii) Intangible assets	10.2	174,096,177	178,881,707
	(iii) Capital Work in Progress		-	-
	(iv) Intangible assets under development		236,137,128	203,527,129
	(b) Non-current Investments	11	50,526,431	51,026,431
	(c) Deferred tax Assets (net)			
	(d) Long-term loans and advances	12	75,672,463	111,454,842
	(e) Other Non Current Assets	13	145,976,506	169,836,921
(2)	Current assets			
	(a) Current Investments		-	-

(b) Inventories		70,972,277	15,004,625
(c) Trade Receivables	14	224,166,199	180,437,533
(d) Cash and Cash Equivalents	15	5,229,919	6,445,775
(e) Short-Term Loans and Advances	16	92,618,029	95,472,132
(f) Other Current Assets	17	15,190,961	13,039,028
		1,190,468,063	1,137,510,393
<p>Significant accounting policies and notes to the financial statements 1-40</p> <p>As per our report attached.</p> <p>For SAMPRK & ASSOCIATES <i>For and on behalf of Board of Directors of</i> <i>Chartered Accountants</i> Bharatiya Global Infomedia Ltd. Firm Registration No.: 013022N</p> <p>Sd/- Pankaj Sharma Sd/- Rakesh Bhatia Sd/- Sanjay Kapoor Partner Chairman cum Mg. Director Director Membership No.: 093446 DIN : 00046983 DIN 00047651</p> <p>Sd/- Kumar Pushkar Sd/- Sudhir Kumar Singh (Company Secretary) CFO Membership No.: A25246</p> <p>Place: New Delhi Date : 26.05.2017</p>			

Profit & Loss statement for the year ended 31st March 2017				
(Rupees in INR)				
	Particulars	Note No.	For the period ended 31 March 2017	For the period ended 31 March 2016
	1	2	3	4
I	(i) Revenue from Operations	18	402,074,655	310,790,306
II	(ii) Other income	19	411,986	864,009
III	Total revenue (i+ii)		402,486,642	311,654,315
IV	(iv) Expenses			
	cost of materials consumed		-	-
	Purchases of stock-in-trade		345,921,908	155,855,675
	Change in inventories of finished goods work -in-progress and stock -in-trade		(4,930,417)	38,644,469
	Employee benefits expenses finance cost	20	17,183,874	18,624,506
	Finance Cost	21	4,133,931	3,958,567
	Depreciation and amortization expenses	22	17,901,411	34,550,464
	Other expenses	23	14,249,676	46,714,829
	Total expenses		394,460,382	298,348,510
V	Profit before exceptional and extraordinary items and tax (iii-iv)		8,026,260	13,305,805
VI	Exceptional items		(2,115,804)	-
VII	Profit before extraordinary items and tax (v-vi)		10,142,064	13,305,805
VIII	Extraordinary items			702,469
IX	Profit before tax (vii-viii)		10,142,064	12,603,336
X	Tax expense			
	(1) Current income tax		1,529,404	2,707,731
	(2) Deferred tax charge		(155,974)	3,542,230
XI	Profit (loss) for the period from continuing operations (IX-X)		8,768,634	6,353,375
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operations		-	-

XIV	Profit/(Loss) from Discontinuing operations (after tax) (xii-xiii)		-	-
XV	Profit(Loss) for the period (XI+XIV)		8,768,634	6,353,375
XVI	Earning per equity share			
	(1) Basic		0.55	0.40
	(2) Diluted		0.55	0.40

Significant accounting policies and notes to the financial statements 1-40

As per our report attached.

For **SAMPRK & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 013022N

Sd/-

Pankaj Sharma

Partner

Membership No.: 093446

Place: New Delhi

Date : 26.05.2017

For and on behalf of Board of Directors of

Bharatiya Global Infomedia Ltd.

Sd/-

Rakesh Bhatia

Chairman cum Mg. Director

DIN : 00046983

Sd/-

Sanjay Kapoor

Director

DIN 00047651

Sd/-

Kumar Pushkar

(Company Secretary)

Membership No.: A25246

Sd/-

Sudhir Kumar Singh

CFO

BHARATIYA GLOBAL INFOMEDIA LTD			
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017			
	DESCRIPTORS	AS AT 31.03.2017	AS AT 31.03.2016
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax	8,026,260	13,305,805
	<i>Add :</i>		
	Depreciation	17,901,411	34,550,464
	Interest Earned	(263,521)	(361,827)
		2,793,435	2,793,435
	Provision for Gratuity	537,447	252,970
	<i>Operating Profit before Working Capital changes</i>	28,995,031	50,540,847
	<i>Adjustments for :</i>		
	Change in Trade Receivables	(22,661,686)	29,030,503
	Change in Loans & Advances	38,636,482	31,422,321
	Change in Current Liabilities	40,081,812	70,109,124
	Changes in Other Current Assets	(58,119,590)	(149,430,070)
	<i>Cash Generated from Operations</i>	(2,062,982)	(18,868,122)
Direct Taxes Paid (net of refunds)	-	(892,877)	
Extra ordinary /prior period items preliminary	-	(702,469)	
Mat Credit	-	2,290,278	
<i>Net Cash Flow from Operating Activities</i>	26,932,049	32,367,657	
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Investments Purchased	-	(19,456,414)
	Investments Redeemed	500,000	
	Purchase of Fixed Assets (Net)	(613,584)	(85,401,724)
	Change in Capital WIP	(32,609,999)	69,901,724
	Interest Earned	263,521	361,827
<i>Net Cash Flow/(Used) in Investing Activities</i>	(32,460,062)	(34,594,587)	

C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase (Decrease) in short term borrowing	4,312,153	637,198
	<i>Net Cash Flow from Financing Activities</i>	4,312,153	637,198
	Net Increase in Cash & Cash Equivalent (A+B+C)	(1,215,859)	(1,589,732)
		(1,215,859)	(1,589,732)
	Cash and Cash Equivalent at the beginning of the year	6,445,778	8,035,509
	Cash and Cash Equivalent at the end of the year	5,229,919	6,445,777

CHECK

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

As per our report attached.

For **SAMPRK & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 013022N

Sd/-

Pankaj Sharma

Partner

Membership No.: 093446

Place: New Delhi

Date : 26.05.2017

For and on behalf of Board of Directors of

Bharatiya Global Infomedia Ltd.

Sd/-

Rakesh Bhatia

Chairman cum Mg. Director

DIN : 00046983

Sd/-

Kumar Pushkar

(Company Secretary)

Membership No.: A25246

Sd/-

Sanjay Kapoor

Director

DIN 00047651

Sd/-

Sudhir Kumar Singh

CFO

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS
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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 relevant Companies Act 2013 including accounting standards notified therein, except otherwise stated.

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

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation / amortization is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation.

Type of asset	Period
Computer equipment	3 years
Vehicles	8 years
Plant & Machinery	13 years
Office equipment	5 years
Furniture and fixtures	10 years
Office Premises	60 Years

Depreciation is provided on pro-rata basis, with reference to the date of addition. Intangible assets (Computer Software) are amortized over a period of 5 years as per Accounting standard 26 as no useful life provided in schedule II of companies Act 2013.

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.

BHARATIYA GLOBAL INFOMEDIA LIMITED

Notes forming part of the accounts

(All amounts are in Indian Rupees)

Particulars	Number of Share as at 31.03.2017	As at 31 March 2017	Number of Share as at 31.03.2017	Amount As at 31 March 2016
Note 2.1 : Share capital				
Authorised				
Equity Shares of Rs. 10/- Each	16,500,000	165,000,000	16,500,000	165,000,000
Issued, subscribed and fully paid-up:				
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	15,843,110	158,431,100	15,843,110	158,431,100
Total	15,843,110	158,431,100	15,843,110	158,431,100
Note 2.2 : Reconciliation of Number of Shares Outstanding				
Particulars	As at 31 March 2017		As at 31 March 2016	
	Equity Shares		Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	15,843,110	158,431,100	15,843,110	158,431,100
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
At the end of the year	15,843,110	158,431,100	15,843,110	158,431,100
Note 2.3 : Shares held by shareholders holding more than 5% shares				

Name of the shareholder	% of Shareholdings	Number of shares as at 31 March 2016	% of Shareholdings	Number of shares as at 31st March 2015
Rakesh Bhatia	18.55%	2,938,686	18.55%	2,938,686
Arti Bhatia	12.15%	1,924,937	12.15%	1,924,937
Note 2.4 : Terms/rights attached to equity shares				
<p>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.</p>				

BHARATIYA GLOBAL INFOMEDIA LIMITED		
Notes forming part of the accounts		
(All amounts are in Indian Rupees)		
Note 3: Reserve and Surplus	As at 31 March 2017	As at 31st March 2016
Note 3.1: Securities premium account		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	575,025,690	575,025,690
Note 3.2 :General Reserve		
General Reserve	21,369,715	21,369,715
	21,369,715	21,369,715
Note 3.3 Profit and Loss Account		
Opening balance	156,927,125	150,573,750
Add: Transferred from Profit and Loss Account	8,768,634	6,353,375
	165,695,759	156,927,125
	762,091,164	753,322,530
Note 4: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation	39,388,891	34,329,173

and depreciation/amortization charged for the financial reporting	-	
Mat Credit	(1,529,404)	
Unabsorbed Dep	(2,823,114)	
On Account of Preliminary Expenditure	3,452,683	4,315,857
On account of Unpaid retirement benefits	(78,168)	(78,168)
Net Deferred Tax Liabilities	38,410,888	38,566,862
Note 5: Long Term Liabilities		
Sundry Creditors	12,600,502	22,016,572
	12,600,502	22,016,572
Note 6: Long Term Provisions		
- Provision for Gratuity	1,932,708	3,511,065
	1,932,708	3,511,065
Note 7 : Short Term Borrowing		
Secured Loan		
<u>Bank of Maharashtra-Cash Credit</u>	26,327,704	28,370,751
(Secured by property of the subsidiary co. , personal guarantee of directors Rakesh Bhatia and Arti Bhatia and corporate guarantee of M/s Merit Exports Pvt. Ltd.)		
Unsecured Loan		
Loan From Director - Rakesh Bhatia	6,355,200	-
	32,682,904	28,370,751
Note 8: Other current liabilities		
Advance from Customer	23,282,294	11,509,565
Expenses Payable	4,853,693	3,377,469
Other payables-		
-Audit Fee Payable	718,072	656,822
-Service Tax Payable	1,823,568	310,112
- VAT Payable	2,273,628	1,570,599
-TDS payable	1,230,026	1,548,268
-PF Payable	18,685	14,911
	34,199,966	18,987,746
Note 9: Short term provisions		
-Provision for Income Tax	4,324,435	2,795,032
	4,324,435	2,795,032

BHARATIYA GLOBAL INFOMEDIA LIMITED											
Particulars	Gross Block			Depreciation Block			Net Block				
	As on 01.04.2016	Additions	Sale/ Adjustment	31.03.2017	As on 01.04.2016	For the period	Adjustment	31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016	
Note 11: Fixed Assets											
Notes 11.1 Tangible Assets											
Computer	65,809,276	-	-	65,809,276	61,859,073	659,740	-	62,518,813	3,290,463	3,950,203	
Furniture & Fixtures	19,892,149	399,000	-	20,291,149	10,604,012	1,742,965	-	12,346,977	7,944,172	9,288,137	
Vehicles	9,749,093	-	-	9,749,093	6,225,149	642,123	-	6,867,272	2,881,821	3,523,944	
Plant & Machinery	103,732,839	-	-	103,732,839	33,888,141	7,923,284	-	41,811,425	61,921,414	69,844,698	
Office Equipments	12,342,048	214,584	-	12,556,632	9,544,187	1,758,185	-	11,302,372	1,254,260	2,797,861	
Office Premises	25,656,917	-	-	25,656,917	2,677,490	389,584	-	3,067,074	22,589,843	22,979,427	
Total	237,182,322	613,584	-	237,795,906	124,798,052	13,115,881	-	137,913,933	99,881,973	112,384,270	
Notes 11.2 Intangible Assets											
Softwares	96,594,078	-	-	96,594,078	65,942,880	4,785,530	-	70,728,410	25,865,668	30,651,198	
Copy Right	143,230,509	-	-	143,230,509	-	-	-	-	143,230,509	143,230,509	
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000	
Total	244,824,587	-	-	244,824,587	65,942,880	4,785,530	-	70,728,410	174,096,177	178,881,707	
Grand Total	482,006,909	613,584	-	482,620,493	190,740,932	17,901,411	-	208,642,343	273,978,150	291,265,977	

BHARATIYA GLOBAL INFOMEDIA LIMITED		
Notes forming part of the accounts (All amounts are in Indian Rupees)		
Note 11: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
- in subsidiary Companies		
127572 Equity Shares (P.Y. 127572) of Merit Exports (P) ltd	50,247,414	50,247,414
Investment in Equity Shares - Trade, Quoted (at cost)		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	279,017	279,017
Market Value Rs. 335058/-		
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	-	500,000
Aggregate value of unquoted investments	50,247,414	50,747,414
Aggregate value of quoted investments	279,017	279,017
	50,526,431	51,026,431
Note 12: Long-term loans and advances (unsecured, considered good)		
Advance to Supplier	15,062,256	33,036,628
Advance for Capital Asset	60,610,207	78,418,214
	75,672,463	111,454,842
Note 13: Other Non Current Assets		
Debts outstanding for more than one year	134,802,776	155,869,756
Preliminary Expenses /Public Issue Exp.	11,173,730	13,967,165
	145,976,506	169,836,921
Note 14: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	49,043,177	5,527,711

b) Other debts		
- Considered good	175,123,022	174,909,822
	224,166,199	180,437,533
Note 15: Cash and Cash Equivalents		
Cash in hand (As certified by the management)	454,119	1,576,546
Balances with scheduled banks:		
- in current accounts	4,775,800	4,869,232
	5,229,919	6,445,778
Note 16: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	37,508,439	39,362,542
Inter Corporate deposits	54,000,000	55,000,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	92,618,029	95,472,132
Note 17: Other current assets		
TDS Receivable	6,129,860	4,120,878
MAT Credit	1,446,386	2,290,278
Security Deposits	6,115,692	6,054,875
Interest Accrued but not Due	234,520	155,387
Staff Advance	846,893	-
Refund Due	417,610	417,610
	15,190,961	13,039,028

BHARATIYA GLOBAL INFOMEDIA LTD.		
Notes forming part of the accounts (All amounts are in Indian Rupees)		
Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Note 18: Revenue from Operations		
(a) Sale of products	254216336	236794515
(b) Sale of Services	147858319	73,995,791
	402074655	310790306
Note 19: Other Income		
Income from Investment & Finance		
(a) Interest Income	263521	361,827
(b) Other Non Operating Income	148465	121,510
(c) Net Gain on Foreign Currency Transaction	0	380,672
	411,986	864,009
Note 20: Employee benefits expenses		
(a) Salaries and wages	14933423	14,877,458
(b) Employer Contribution to EPF and other Provisions	77043	47,220
(c) Provision for Gratuity	537447	252,970
(d) Staff welfare	1635961	3,446,858
	17,183,874	18,624,506
Note 21: Finance cost		
(a) Interest expense	3986996	3,676,357
(b) Other borrowing costs		
Bank charges	146935	282,210
	4,133,931	3,958,567
Note 22: Depreciation		
Tangible Assets	13,115,881	21,373,247
Intangible Assets	4,785,530	13,177,217
	17,901,411	34,550,464
Note 23: Other expenses		
(a) Payment to Auditor as		
(i) Auditor	150,000	150,000
(ii) for Taxation Matters	-	-
(iii) For Company Law Matters	-	-
(iv) for Management services	-	-
(v) for Other Services	-	-
(vi) for Reimbursement of Expenses	-	-
(b) Administrative Expenses	-	-
Advertisement	155,660	148372
AGM / EGM & Board Meeting Expenses	36,000	70424
Annual Listing fee	94,050	412980
Building Repair & Maintenance	-	54642
Cartage & Freight	11,500	102671
Communication Expenses	598,756	2037042

Computer Repair & Maint	18,887	55920
Conveyance Expense	1,064,295	1327138
Director Fee	10,000	40000
Discount Allowed	152,072	0
Electricity	291,174	447127
Fees and subscription	15,281	31926
Generator Expense	24,880	100066
Insurance	114,880	213079
Interest & Penalties	60,694	326369
Legal Expenses	80,150	64489
professional Expenses	851,746	369950
Miscellaneous Expenses	837,866	473841
Office Expenses	1,097,852	2680262
Postage & Courier	293,200	525989
Printing and stationery	84,304	1588094
Project Expenses	2,395,068	2404609
Rates and Taxes	393,170	
Rent	319,500	336000
Repairs and maintenance	178,497	183473
Society Fee	-	44216
Tour & Travelling	971,804	1681159
Vehicle Running & Maintenance	297,421	1563100
Watch & Ward Expenses	330,143	231406
Water Expenses	11,270	22085
(c) Business Promotion	516,122	2,795,325
(d) Cost of Movie Sold	-	23,439,641
(f) Priliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
	14,249,676	46,714,829

24. Contingent Liabilities not provided for :

- | | | |
|--|---------------|-----------|
| a. Guarantees given by the company | Rs.61.15 Lacs | (Pr. Year |
| 60.55Lacs) | | |
| b. Claims against the company not acknowledge as debts | Rs | 600 lacs |
| (Pr.Year600) | | |

25. 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.

26. 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.

27. Business segment-wise Report (as per the reporting requirements of AS-17) (Rs. In Lacs)

	Particulars	Current Year	Previous Year
A.	Revenue		
	I.T. Division	3477.68	2262.14
	Media & Entertainment Division	543.06	845.76
	Others	4.12	8.64
	Total	4024.86	3116.54
B.	Profits		
	I.T Division	246.29	48.26
	Media & Entertainment Division	(128.80)	115.74
	Others	4.12	8.64
	Total	121.60	172.64
Less :	Unallocable Expenses	41.34	39.59
Less :	Extraordinary/Exceptional Items (Income)	(21.16)	7.02
	Profit Before Tax	101.42	126.03

28. 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
Arti Bhatia- w/o Mr.Rakesh Bhatia
Gaurav Bhatia- S/o Mr.Rakesh Bhatia
Sanjeev Mittal - Director
Kumar Pushkar-Company Secretary
Bharti Partha Saha – CFO
Sudhir Kumar Singh -CFO

b) Details of Transaction:-

	As on 31.03.17 (Rs.)	As on 31.03.16 (Rs.)
(i) Companies where control exists		
Transactions:		
Purchase-BGIL Films & Technologies Ltd	NIL	2,24,50,795
Sale - BGIL Films & Technologies Ltd	2,75,73,613	NIL
Rent received--BGIL Films & Technologies Ltd	90,000	1,20,000
Rent Paid- Merit Exports Private Limited	87,000	1,74,000
Outstanding as at Balance Sheet Date		
Payables- Merit Exports Pvt. Ltd	41,19,582	NIL
Payable- BGIL Films & Technologies Ltd	NIL	2,38,86,001
Receivable-Merit Exports Private Limited	NIL	NIL
Receivable- BGIL Films & Technologies Ltd	88,46,368	NIL

(ii) Key Management Personnel & their relatives

Transactions:	As on 31.03.17 (Rs.)	As on 31.03.16 (Rs.)
Directors Remuneration-Rakesh Bhatia	22,00,008	15,00,000
Salary-Gaurav Bhatia	8,64,000	7,20,000
Salary-Kumar Pushkar	11,52,000	9,60,000
Salary-BhartiSaha as CFO	3,84,000	4,80,000

Salary-Sudhir Kumar Singh as CFO	2,00,000	NIL
Loan-Rakesh Bhatia	99,08,200	NIL

Outstanding as at Balance Sheet Date

Amount Payable		
-Kumar Pushkar	2,83,500	3,21,501
-Rakesh Bhatia	NIL	63,798
-Gaurav Bhatia	8,07,127	7,84,200
-BhartiSaha(as CFO)	NIL	75,660
-Sudhir Kumar Singh (as CFO)	1,55,000	NIL
-Loan Payable (Rakesh Bhatia)	63,55,200	NIL
Amount Receivable		
-Rakesh Bhatia	81,661	NIL
-Bharti Saha (as CFO)	NIL	79,000

29. The Company has paid Rs. 22,00,008/- to the Directors [P.Y. Rs. 15,00,000/-] as Directors Remuneration.

30. Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 31.03.2017 is as under: (Rs. In Lacs)

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31 st March 2017	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	754.80	234.80
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	Up gradation 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	455.99	16.76
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	185.81
8.	Cash & Escrow Bank Account & Investment ICD			587.37	
	Total	5553.08	5553.08	5553.08	587.37

SEBI INVESTIGATION

The Adjudicating officer of SEBI has passed its final order No. EAD-2/DSR/RG/99-102/2014 dated 17th April 2014 and imposed a total penalty of Rs. 6 Crores (Rs. 5 Crores u/s 15HA and Rs. 1 Crore u/s 15 HB of the SEBI Act) on the company. The Company has appealed before the Hon'ble Securities Appellate Tribunal against these Orders.

31. The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.

32. 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. The demand u/s 234E of the Income Tax Act 1961 has not been accounted for amount of Rs. 2,98,806/- as company prefer to move on appeal.

33. *Earnings per share (EPS)* –

The Earning per share has been calculated as specified in Accounting Standard 20 on "Earning per Share" issued by the Institute of Chartered Accountants of India, the related disclosures are as below:

	2016-2017	2015-2016
Profit / (Loss) after current and deferred tax (Rs.)	87,68,629	63,53,375
Basic / Weighted Average number of Equity Shares		
Outstanding during the year	15843110	15843110
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earning per Share	0.55	0.40
Diluted Earning per Share	0.55	0.40

	Current Year (Rs.)	Previous Year (Rs.)
34. Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service	NIL	NIL
(Including exchange rate fluctuation gain)		
Expenditure in Foreign Currency:		
Purchase of Hardware	37,267	NIL

35. There is provision in respect of retirement benefits such as gratuity as per Accounting Standard 15 issued by ICAI has been made as per Actuarial valuation.

36. Lease Terms

Operating Lease:

As Lessee: Operating Lease Rentals Charged as Revenue for right to use following assets are

	2016-2017	2015-2016
Office/Guest House/ Residential Premises	3.19Lacs	3.36Lacs

As Lessor: Operating Lease Rentals taken as Revenue for right to use following assets are :	2016-2017	2015-2016
Office/Guest House/ Residential Premises	0.90 Lacs	1.20 Lacs

37. Interest accrued on Bank Cash Credit Account as at the end of the year was debited by Bank and was credited to the said account as on 31st March 2017. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.

38. All known liabilities have been accounted for in books of account.

39. Previous year figures have been regrouped/ rearranged wherever considered necessary to make them comparable with the current year figures

As per our report of even date

For SAMPRK & ASSOCIATES

for And On Behalf of the Board of Directors of

Chartered Accountants

(Firm No. 013022N)

Sd/-
Pankaj Sharma
Partner
Membership No. 093446

Sd/-
Rakesh Bhatia
Chairman cum Mg Director
DIN : 00046983

Sd/-
Sanjay Kapoor
Director
DIN : 00047651

Place: New Delhi
Date : 26th May 2017

Sd/-
Kumar Pushkar
Company Secretary
Membership No.: A25246

Sd/-
Sudhir Kumar Singh
CFO

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BHARATIYA GLOBAL INFOMEDIA LIMITED

Report on the Financial Statements

- We have audited the accompanying Consolidate financial statements of **BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967)** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.*

Management's Responsibility for the Consolidate Financial Statements

- The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidate financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.*

Auditor's Responsibility

- Our responsibility is to express an opinion on these Consolidate financial statements based on our audit.
- We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
- We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date **subject to non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.40 crores alongwith accrued interest, thereby, increasing the profit by the same amount as further detailed in note no. 31 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 30 and confirmation and reconciliation of some of accounts as further detailed in note no. 25 and Non Provision of penalty imposed u/s 234E of the Income Tax Act, 1961 to the extent of Rs. 2.98 Lacs as detailed in note no.32.**

Other Matter

The accompanying consolidated financial statement include total assets of Rs 682.08 Lakhs as on 31st March, 2017, total revenue (including other income) of Rs 7.00 Lakhs/-, net profit after current and deferred tax of Rs 0.20/- Lakhs. for the period ended on 31st March, 2017 in respect of the subsidiary company, which we did not audit, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to aforesaid subsidiary, is based solely on the report of such auditor

Our opinion on the consolidated financial statement, and our report on other Legal and Regulatory requirements, is not modified in respect of the matters with respect to our reliance on

the work done and the report of the other auditors and financial statement and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

10. As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it 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) In our opinion, the aforesaid Consolidate financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017, on its financial position in its financial statements.

ii) The Company has made provision as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For S A M P R K & Associates

Chartered Accountants

Firm Registration No 013022N

Sd/-

CA. Pankaj Sharma
Partner

Place: New Delhi

Dated: 26/05/2017

BHARATIYA GLOBAL INFOMEDIA LIMITED				
Consolidated Balance Sheet as at 31 March 2017				
(Rupees in INR)				
	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
			31.03.2017	31.03.2016
I.	Equity and Liabilities			
(1)	Shareholders' funds			
	(a) Share Capital	2	158,431,100	158,431,100
	(b) Reserves and Surplus	3	760,921,451	752,133,126
	(c) Money received against share warrants		-	-
(2)	Share application money pending allotment			
(3)	Minority Interest		5,971,701	5,969,162
(4)	Non-Current liabilities			
	(b) Deferred Tax Liabilities	4	38,412,816	38,564,937
	(c) Other Long Term Liabilities	5	12,600,502	22,016,572
	(d) Long-Term Provisions	6	1,932,708	3,511,065
(4)	Current liabilities			
	(a) Short-Term Borrowings	7	43,939,904	34,770,751
	(b) Trade Payables		145,794,395	111,508,734
	(c) Other current liabilities	8	34,127,725	22,838,049
	(d) Short-Term Provisions	9	4,324,434	2,793,109
	Total		1,206,456,737	1,152,536,605
II	Assets			
(1)	Non-current assets			
	(a) Fixed assets	10		
	(i) Tangible assets	10.1	102,044,014	114,576,368
	(ii) Intangible assets	10.2	174,096,177	178,881,707
	(iii) Capital Work in Progress		52,291,991	50,606,250
	(iv) Intangible assets under development		236,137,128	203,527,129
	Goodwill on Consolidation		2,764,812	2,764,812

	(b) Non-current Investments	11	579,017	1,079,017
	(c) Deffered tax Assests (net)			
	(d) Long-term loans and advances	12	75,672,463	120,645,463
	(e) Other Non Current Assets	13	145,976,506	169,836,919
(2)	Current assets			
	(a) Current Investments		-	-
	(b) Inventories		70,972,277	15,004,625
	(c)Trade Receivables	14	224,166,199	180,437,533
	(d) Cash and Cash Equivalentents	15	5,290,742	6,665,622
	(e) Short-Term Loans and Advances	16	101,168,535	95,472,132
	(f) Other Current Assets	17	15,296,876	13,039,028
			1,206,456,737	1,152,536,605
	Significant accounting policies and notes to the financial statements	1-40	(0.00)	(0.13)
	As per our report attached.			
	For SAMPRK & ASSOCIATES			
	<i>Chartered Accountants</i>			
	Firm Registration No.: 013022N			
	Sd/-		Sd/-	Sd/-
	Pankaj Sharma		Rakesh Bhatia	Sanjay Kapoor
	Partner		Chairman cum Mg. Director	Director
	Membership No.: 093446		DIN : 00046983	DIN 00047651
			<i>Sd/-</i>	<i>Sd/-</i>
	Place: New Delhi		Kumar Pushkar	Sudhir Kumar Singh
	Date : 26.05.2017		(Company Secretary)	CFO
			Membership No.: A25246	

BHARATIYA GLOBAL INFOMEDIA LTD				
Consolidated Profit & Loss statement for the year ended 31st March 2017				
(Rupees in INR)				
	Particulars	Note No.	For the period ended 31 March 2017	For the period ended 31 March 2016
	1	2	3	4
I	(i) Revenue from Operations	18	402,074,655	310,790,306
II	(ii) Other income	19	1,279,986	1,522,550
III	Total revenue (i+ii)		403,354,642	312,312,856
IV	(iv) Expenses			
	cost of materials consumed		-	-
	Purchases of stock-in-trade		345,921,908	155,855,675
	Change in inventories of finished goods work -in-progress and stock -in-trade		(4,930,417)	38,644,469
	Employee benefits expenses finance cost	20	17,662,509	19,103,030
	Finance Cost	21	4,144,707	3,966,183
	Depreciation and amortization expenses	22	17,931,468	34,580,521
	Other expenses	23	14,575,975	46,789,498
	Total expenses		395,306,149	298,939,376
V	Profit before exceptional and extraordinary items and tax (iii-iv)		8,048,493	13,373,480
VI	Exceptional items		(2,115,804)	-
VII	Profit before extraordinary items and tax (v-vi)		10,164,297	13,373,480
VIII	Extraordinary items			702,469
IX	Profit before tax (vii-viii)		10,164,297	12,671,011
X	Tax expense			
	(1) Current income tax		1,529,403	2,726,109
	(2) Deferred tax charge		(155,971)	3,544,155
XI	Profit (loss) for the period from continuing operations (IX-X)		8,790,865	6,400,747
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operations		-	-

XIV	Profit/(Loss) from Discontinuing operations (after tax) (xii-xiii)		-	-
XV	Share of Minority Interest		2,539	3,320
XVI	Profit(Loss) for the period (XI+XIV)		8,788,326	6,397,427
XVII	Earning per equity share			
	(1) Basic		0.55	0.40
	(2) Diluted		0.55	0.40

Significant accounting policies and notes to the financial statements 1-40

As per our report attached.

For **SAMPRK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N

For and on behalf of Board of Directors of
Bharatiya Global Infomedia Ltd.

Sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Sd/-
Rakesh Bhatia
Chairman cum Mg. Director
DIN : 00046983

Sd/-
Sanjay Kapoor
Director
DIN 00047651

Place: New Delhi
Date : 26.05.2017

Sd/-
Kumar Pushkar
(Company Secretary)
Membership No.: A25246

Sd/-
Sudhir Kumar Singh
CFO

BHARATIYA GLOBAL INFOMEDIA LTD

Consolidated Cash Flow Statement for the year ended 31st March 2017

	DESCRIPTIONS	AS AT 31.03.2017	AS AT 31.03.2016
A	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit Before Tax	8,048,493	13,373,480
	<i>Add :</i>		
	Depreciation	17,931,468	34,580,521
	Interest Earned	(263,521)	(361,827)
	Provision for Gratuity	537,447	252,970
	Operating Profit before Working Capital changes	26,253,886	47,845,144
	<i>Adjustments for :</i>		
	Change in Trade Receivables	(22,661,688)	29,229,403
	Change in Loans & Advances	39,276,687	2,588,029
	Change in Current Liabilities	34,580,910	71,963,178
	Changes in Other Current Assets	(54,925,981)	(146,200,555)
	Transfet to Minority Intt	2,539	(1,410,885)
	Cash Generated from Operations	(3,727,533)	(43,830,830)
	Direct Taxes Paid (net of refunds)	(2,726,129)	(892,877)
	Extra ordinary /prior period items preliminary	2,115,804	729,497
	Mat Credit	-	2,290,278
	Net Cash Flow from Operating Activities	21,916,028	6,141,212
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Investments Purchased	-	-
	Investment Redeemed	500,000	
	Purchase of Fixed Assets (Net)	(613,584)	(85,401,724)
	Change in Capital WIP	(32,609,999)	69,901,724
	Interest Earned	263,521	361,827
	Net Cash Flow/(Used) in Investing Activities	(32,460,062)	(15,138,173)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Increase (Decrease) in short term borrowing	9,169,153	7,037,198
	Net Cash Flow from Financing Activities	9,169,153	7,037,198
	Net Increase in Cash & Cash Equivalent	(1,374,880)	(1,959,763)

(A+B+C)		
	(1,374,880)	(1,959,763)
Cash and Cash Equivalent at the beginning of the year	6,665,621	8,625,383
Cash and Cash Equivalent at the end of the year	5,290,741	6,665,620

CHECK

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

As per our report attached.

For **SAMPRK & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 013022N

For and on behalf of Board of Directors of
Bharatiya Global Infomedia Ltd.

Pankaj Sharma

Partner

Membership No.: 093446

Sd/-

Rakesh Bhatia

Chairman cum Mg. Director

DIN : 00046983

Sd/-

Sanjay Kapoor

Director

DIN 00047651

Place: New Delhi

Date : 26.05.2017

Sd/-

Kumar Pushkar

(Company Secretary)

Membership No.: A25246

Sd/-

Sudhir Kumar Singh

CFO

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS
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NOTE -1 “Significant Accounting Policies”

16. 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 are consistent with generally accepted accounting principles in India and relevant Companies Act, 2013 including accounting standards notified therein, except otherwise stated.

17. 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.

18. Revenue Recognition

- e) 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.
- f) Income from rendering of services is recognized based on agreements/arrangements on completed service contract method.
- g) Interest income is recognized on accrual basis
- h) Dividends from investments are recognized in Profit and Loss A/c only when the right to receive the payment is established.

19. 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.

20. 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.

21. Depreciation

- a) Depreciation on fixed assets is provided on the straight line method at the life prescribed in Schedule II of the Companies Act, 2013.
- b) Depreciation on fixed assets in subsidiary company is provided on the written down value method at the Life prescribed in Schedule II of the Companies Act, 2013.
- c) Depreciation is provided on pro-rata basis, with reference to the date of addition.

22. Inventory

- f) Finished goods are valued at cost or net realizable value, whichever is lower.
- g) Raw materials and stores & spares are valued at cost.
- h) Work in progress is valued at the cost incurred
- i) 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.
- j) The cost of inventories is arrived by using First-In-First-Out (FIFO) cost formula.

23. Retirement benefits

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

24. 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.

25. 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.

26. Taxation

c) 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.

d) 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.

27. 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.

28. Intangible Assets

d) Revenue expenditure on Research and Development is charged to Profit and Loss account in the year the expenditure is incurred.

e) 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.

f) Intangible Assets are amortised over their useful life.

29. Miscellaneous Expenditure

Miscellaneous expenditure is amortized over a period of 10 years.

30. 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

(All amounts are in Indian Rupees)

Particulars	Number of Share as at 31.03.2017	As at 31 March 2017	Number of Share as at 31.03.2017	Amount As at 31 March 2016
Note 2.1 : Share capital Authorized				
Equity Shares of Rs. 10/- Each	16,500,000	165,000,000	16,500,000	165,000,000
Issued, subscribed and fully paid-up:				
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	15,843,110	158,431,100	15,843,110	158,431,100
Total	15,843,110	158,431,100	15,843,110	158,431,100
Note 2.2 : Reconciliation of Number of Shares Outstanding				
Particulars	As at 31 March 2017		As at 31 March 2016	
	Equity Shares		Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	15,843,110	158,431,100	15,843,110	158,431,100
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
At the end of the year	15,843,110	158,431,100	15,843,110	158,431,100
Note 2.3 : Shares held by shareholders holding more than 5% shares				
Name of the shareholder	% of Shareholdings	Number of shares as at 31 March 2016	% of Shareholdings	Number of shares as at 31st March 2015
Rakesh Bhatia	18.55%	2,938,686	18.55%	2,938,686
Arti Bhatia	12.15%	1,924,937	12.15%	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.

BHARATIYA GLOBAL INFOMEDIA LIMITED		
Notes forming part of the accounts (All amounts are in Indian Rupees)		
Note 3: Reserve and Surplus	As at 31 March 2017	As at 31st March 2016
Note 3.1: Securities premium account		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	575,025,690	575,025,690
Note 3.2 :General Reserve		
General Reserve	21,369,715	21,369,715
	21,369,715	21,369,715
Note 3.3 Profit and Loss Account		
Opening balance	155,737,720	151,915,484
Add: Transferred from Profit and Loss Account	8,788,326	6,397,427 (2,575,191)
	164,526,046	155,737,720
	760,921,451	752,133,126
Note 4: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	39,390,815	34,327,248
Mat Credit	-	-
Unabsorbed Dep	(1,529,403)	-
On Account of Preliminary Expenditure	(2,823,114)	-
On account of Unpaid retirement benefits	3,452,686	4,315,857
	(78,168)	(78,168)
	-	
Net Deferred Tax Liabilities	38,412,816	38,564,937
Note 5: Long Term Liabilities		
Sundry Creditors	12,600,502	22,016,572
	12,600,502	22,016,572
Note 6: Long Term Provisions		
- Provision for Gratuity	1,932,708	3,511,065
	1,932,708	3,511,065
Note 7 : Short Term Borrowing		
Secured Loan		
<u>Bank of Maharashtra-Cash Credit</u>	26,327,704	28,370,751
(Secured by property of the subsidiary co. ,	-	-

personal guarantee of directors Rakesh Bhatia and Arti Bhatia	-	-
and corporate guarantee of M/s Merit Exports Pvt. Ltd.)	-	-
Unsecured Loan	11,257,000	6,400,000
Loan From Direcotr - Rakesh Bhatia	6,355,200	-
	43,939,904	34,770,751
Note 8: Other current liabilities		
Advance from Customer	18,541,803	11,509,565
Expenses Payable	4,853,693	3,377,469
Other payables-		
-Audit Fee Payable	755,572	686,822
-Service Tax Payable	1,823,836	310,112
- VAT Paybale	2,273,628	1,570,599
-Other Liabilities	4,630,480	3,820,303
-TDS payable	1,230,026	1,548,268
-PF Payable	18,685	14,911
	34,127,725	22,838,049
Note 9: Short term provisions		
-Provision for Income Tax	4,324,434	2,793,109
	4,324,434	2,793,109

BHARATIYA GLOBAL INFOMEDIA LIMITED												
Particulars	Gross Block			Depreciation Block			Net Block					
	As on 01.04.2016	Additions	Sale/ Adjustment	31.03.2017	As on 01.04.2016	For the period	Adjustment	31.03.2017	WDV as on 31.03.2017	WDV as on 31.03.2016		
Note 10: Fixed Assets												
Notes 10.1 Tangible Assets												
Computer	65,809,276			65,809,276	61,859,073	659,740		62,518,813	3,290,463	3,950,203		
Furniture & Fixtures	19,892,149	399,000		20,291,149	10,604,012	1,742,965	-	12,346,977	7,944,172	9,288,137		
Vehicles	9,749,093			9,749,093	6,225,149	642,123	-	6,867,272	2,881,821	3,523,944		
Plant & Machinery	103,732,839			103,732,839	33,888,141	7,923,284	-	41,811,425	61,921,414	69,844,698		
Office Equipments	12,342,048	214,584		12,556,632	9,544,187	1,758,185	-	11,302,372	1,254,260	2,797,861		
Freehold Land	1,480,750			1,480,750	-			-	1,480,750	1,480,750		
Office Premises	28,335,905			28,335,905	4,645,130	419,641	-	5,064,771	23,271,134	23,690,775		
Total	241,342,060	613,584	-	241,955,644	126,765,692	13,145,938	-	139,911,630	102,044,014	114,576,368		
Notes 10.2 Intangible Assets												
Softwares	96,594,078	-	-	96,594,078	65,942,880	4,785,530	-	70,728,410	25,865,668	30,651,198		
Copy Right	143,230,509	-	-	143,230,509	-	-	-	-	143,230,509	143,230,509		
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000		
Total	244,824,587	-	-	244,824,587	65,942,880	4,785,530	-	70,728,410	174,096,177	178,881,707		
Grand Total	486,166,647	613,584	-	486,780,231	192,708,572	17,931,468	-	210,640,040	276,140,191	293,458,075		

BHARATIYA GLOBAL INFOMEDIA LIMITED		
Notes forming part of the accounts		
(All amounts are in Indian Rupees)		
Note 11: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
30000 Equity Shares (P.Y. 30000) of Life Span Insurance Agency Pvt. Ltd	300,000	300,000
Investment in Equity Shares - Trade, Quoted (at cost)		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd Market Value Rs. 335058/-	279,017	279,017
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	-	500,000
Aggregate value of unquoted investments	300,000	800,000
Aggregate value of quoted investments	279,017	279,017
	579,017	1,079,017
Note 12: Long-term loans and advances (unsecured, considered good)		
Advance to Supplier	15,062,256	33,036,628
Security Deposit	-	105,915
Advance for Capital Asset	60,610,207	87,502,920
	75,672,463	120,645,463
Note 13: Other Non Current Assets		
Debts outstanding for more than one year	134,802,776	155,869,754
Preliminary Expenses /Public Issue Exp.	11,173,730	13,967,165
	145,976,506	169,836,919
Note 14: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	49,043,177	5,527,711

b) Other debts		
- Considered good	175,123,022	174,909,822
	224,166,199	180,437,533
Note 15: Cash and Cash Equivalents		
Cash in hand (As certified by the management)	509,669	1,782,363
Balances with scheduled banks:		
- in current accounts	4,781,073	4,883,259
	5,290,742	6,665,622
Note 16: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	46,058,945	39,362,542
Inter Corporate deposits	54,000,000	55,000,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	101,168,535	95,472,132
Note 17: Other current assets		
TDS Receivable	6,129,860	4,120,878
MAT Credit	1,446,386	2,290,278
Security Deposits	6,221,607	6,054,875
Interest Accrued but not Due	234,520	155,387
Staff Advance	846,893	-
Refund Due	417,610	417,610
	15,296,876	13,039,028

BHARATIYA GLOBAL INFOMEDIA LTD.		
Notes forming part of the accounts (All amounts are in Indian Rupees)		
Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Note 18: Revenue from Operations		
(a) Sale of products	254216336	236794515
(b) Sale of Services	147858319	73,995,791
	402074655	310790306
Note 19: Other Income		
Income from Investment & Finance		
(a) Interest Income	263521	361,827
(b) Other Non Operating Income	1016465	780,051
(c) Net Gain on Foreign Currency Transaction	0	380,672
	1279981	1,522,550
Note 20: Employee benefits expenses		
(a) Salaries and wages	15329073	15,275,197
(b) Employer Contribution to EPF and other Provisions	77043	47,220
(c) Retirement Benefits	537447	252,970
(d) Staff welfare	1718946	3,527,643
	17,662,509	19,103,030
Note 21: Finance cost		
(a) Interest expense	3986996	3,676,357
(b) Other borrowing costs	0	
Bank charges	157711	289,826
	4,144,707	3,966,183
Note 22: Depreciation		
Tangible Assets	13,145,938	21,403,304
Intangible Assets	4,785,530	13,177,217
	17,931,468	34,580,521
Note 23: Other expenses		
(a) Payment to Auditor as		
(i) Auditor	157,500	157,500
(ii) for Taxation Matters	-	-
(iii) For Company Law Matters	-	-
(iv) for Management services	-	-
(v) for Other Services	-	-
(vi) for Reimbursement of Expenses	-	-
(b) Administrative Expenses		
Advertisement	421,337	148372
AGM / EGM & Board Meeting Expenses	36,000	70424
Annual Listing fee	94,050	412980
Building Repair & Maintenance	-	54642
Cartage & Freight	11,500	102671
Communication Expenses	598,756	2037042

Computer Repair & Maint	18,887	55920
Conveyance Expense	1,092,720	1353992
Director Fee	10,000	40000
Discount Allowed	152,072	0
Electricity	291,174	554583
Fees and subscription	15,281	31926
Generator Expense	24,880	100066
Insurance	136,011	234647
Interest & Penalties	60,694	326369
Legal Expenses	80,150	64489
professional Expenses	851,746	369950
Miscellaneous Expenses	837,866	473841
Office Expenses	1,134,232	2714159
Postage & Courier	293,200	525989
Printing and stationery	98,850	1602640
Project Expenses	2,395,068	2404609
Rates and Taxes	393,170	
Rent	232,500	162000
Repairs and maintenance	218,137	220321
Society Fee	-	44216
Tour & Travelling	971,804	1681159
Vehicle Running & Maintenance	297,421	1563100
Watch & Ward Expenses	330,143	231406
Water Expenses	11,270	22085
	-	
(c) Business Promotion	516,122	2,795,325
(d) Cost of Movie Sold	-	23,439,641
(e) Priliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
	14575975	46,789,498

24. Contingent Liabilities not provided for:
- c. Guarantees given by the company Rs61.15lacs
(Pr.Year60.55Lacs)
 - d. Claims against the company not acknowledge as debts Rs 600 lacs (Pr.Year600 Lacs)
25. 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.
26. *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.
27. **Business segment-wise** Report (as per the reporting requirements of AS-17) (Rs. In Lacs)

	Particulars	Current Year	Previous Year
A.	Revenue		
	I.T. Division	3477.68	2262.14
	Media & Entertainment Division	543.06	845.76
	Others	4.12	8.64
	Total	4024.86	3116.54
B.	Profits		
	I.T Division	246.29	48.26
	Media & Entertainment Division	(128.80)	115.74
	Others	4.45	8.64
	Total	121.93	172.64
Less :	Unallocable Expenses	41.45	39.67
Less :	Extraordinary/Exceptional Items (Income)	(21.19)	7.02
	Profit Before Tax	101.67	133.06

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

Name of Related Parties & description of relationship:

(

- (i) Related Parties where control exists: M/s BGIL Films & Technologies Ltd.
M/s GrindlayFinmanPvt. Ltd

- (ii) Key Management Personnel:

RakeshBhatia – Chairman
Arti Bhatia- w/o Mr.Rakesh Bhatia
Gaurav Bhatia- S/o Mr.Rakesh Bhatia
Arti Bhatia- Director
Kumar Pushkar-Company Secretary

Sudhir Kumar Singh-CFO
BhartiParthaSaha – CFO

c) Details of Transaction:-	As on 31.03.17 (Rs.)	As on 31.03.16 (Rs.)
(i) Companies where control exists		
Transactions:		
Purchase-BGIL Films & Technologies Ltd	NIL	2,24,50,795
Sale - BGIL Films & Technologies Ltd	2,75,73,613	NIL
Rent received--BGIL Films & Technologies Ltd	90,000	1.20,000
Outstanding as at Balance Sheet Date		
Payable- BGIL Films & Technologies Ltd	36,32,000	2,38,86,001
Payable- GrindlayFinmanPvt. Ltd	18,55,000	6,75,000
Receivable- BGIL Films & Technologies Ltd	88,46,368	NIL
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration-Rakesh Bhatia	22,00,008	15,00,000
Directors Remuneration-Sanjeev Mittal	NIL	NIL
Salary-Gaurav Bhatia	8,64,000	7,20,000
Salary-Kumar Pushkar	11,52,000	9,60,000
Salary-BhartiSaha as CFO	3,84,000	4,80,000
Salary-Sudhir Kumar Singh as CFO	2,00,000	NIL
Loan-Rakesh Bhatia	99,08,200	NIL
Outstanding as at Balance Sheet Date		
Amount Payable		
-Kumar Pushkar	2,83,500	3,21,501
-Rakesh Bhatia	NIL	63,798
-Gaurav Bhatia	8,07,127	7,84,200
-BhartiSaha (as CFO)	NIL	75,660
-Sudhir Kumar Singh (as CFO)	1,55,000	NIL
-Loan Payable (Rakesh Bhatia)	94,55,200	NIL
-Arti Bhatia	6302000	49,00,000
Amount Receivable		
-Rakesh Bhatia	81,661	NIL
-BhartiSaha (as CFO)	NIL	79,000

29. The Company has paid Rs. 22,00,008/- to the Directors [P.Y. Rs. 15,00,000/-]as Directors Remuneration.

30. Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 31.03.2017 is as under: (Rs. In Lakhs)

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31 st March 2017	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	754.80	234.80
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	Up gradation 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	455.99	16.76

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31 st March 2017	Balance Amount to be utilized
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	185.81
8.	Cash & Escrow Bank Account & Investment ICD			587.37	
	<i>Total</i>	5553.08	5553.08	5553.08	587.37

SEBI INVESTIGATION

The Adjudicating officer of SEBI has passed its final order No. EAD-2/DSR/RG/99-102/2014 dated 17th April 2014 and imposed a total penalty of Rs. 6 Crores (Rs. 5 Crores u/s 15HA and Rs. 1 Crore u/s 15 HB of the SEBI Act) on the company. The Company has appealed before the Hon'ble Securities Appellate Tribunal against these Orders.

31. The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.

40. 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. The demand u/s 234E of the Income Tax Act 1961 has not been accounted for amount of Rs. 2,98,806/- as company prefer to move on appeal.

32. Earnings per share (EPS) –

The Earning per share has been calculated as specified in Accounting Standard 20 on "Earning per Share" issued by the Institute of Chartered Accountants of India, the related disclosures are as below:

	2016-2017	2015-2016
Profit / (Loss) after current and deferred tax (Rs.)	8788326	63,97,427
Basic / Weighted Average number of Equity Shares		
Outstanding during the year	15843110	15843110
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earning per Share	0.55	0.40
Diluted Basic Earning per Share	0.55	0.40
	Current Year	Previous Year

	(Rs.)	(Rs.)
33. Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service	NIL	1,09,86,167
(Including exchange rate fluctuation gain)		
Expenditure in Foreign Currency:		
Purchase of Hardware	37,267	
2,08,129		

34. There is provision in respect of retirement benefits such as gratuity as per Accounting Standard 15 issued by ICAI has been made as per Actuarial Valuations.

35. Lease Terms

Operating Lease:

As Lessee: Operating Lease Rentals Charged as Revenue for right to use following assets are

	2016-2017	2015-2016
Office/Guest House/ Residential Premises	2.32Lacs	1.62Lacs

As Lessor: Operating Lease Rentals taken as Revenue for right to use following assets are :

	2016-2017	2015-2016
Office/Guest House/ Residential Premises	0.90Lacs	1.20 Lacs

36. *Interest* accrued on Bank Cash Credit Account as at the end of the year was debited by Bank and was credited to the said account as on 31st March 2017. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.

37. All known liabilities have been accounted for in books of account.

38. *Previous* year figures have been regrouped/ rearranged wherever considered necessary to make them comparable with the current year figures

As per our report of even date

For **SAMPRK & ASSOCIATES** for And On Behalf of the Board of Directors of

Chartered Accountants

(Firm No. 013022N)

Sd/-
Pankaj Sharma

Sd/-
Rakesh Bhatia

Sd/-
Sanjay Kapoor

Partner
Membership No. 093446

Chairman cum Mg Director
DIN : 00046983

Director
DIN : 00047651

Place: New Delhi
Date : 26th May 2017

Sd/-
Kumar Pushkar
Company Secretary
Membership No.: A25246

sd/-
Sudhir Kumar Singh
CFO

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Off:- 1301, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi -110092

CIN: L74999DL1994PLC062967

Phone: +91-120-4227792 Fax: +91-120-4227791

Email ID: contact @bgilinfo.com, website: www.bgil.in

ATTENDANCE SLIP

Name of the Shareholder (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I hereby record my presence at 23rd Annual General Meeting of the Company held on Wednesday, 27th September 2017, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

**SIGNATURE OF THE
SHAREHOLDER/PROXY**

Even (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Off:- 1301, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi -110092
 CIN: L74999DL1994PLC062967 Phone: +91-120-4227792 Fax: +91-120-4227791
 Email ID: contact @bgilinfo.com, website: www.bgil.in

Form MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
 Registered address :
 E-mail Id:
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) holding _____ Shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 23rd Annual general meeting of the company, to be held on the 27th September 2017 at 03:30 p.m. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2016		
2.	Re-appointment of Mr. Rakesh Bhatia who retires by rotation, being eligible offer himself for re-appointment.		
3.	Appointment of M/s. SAMPRK Associates., Chartered Accountants as Statutory Auditors and fix their remuneration		
Special Business			
4.	To re-appoint Mr. Sanjay Kapoor as an Independent Director upto three Consecutive years from the date of appointment.		
5.	To re-appoint Mr. Harjit Singh Anand as an Independent Director upto three Consecutive years from the date of appointment.		
6.	To re-appoint Mrs. Nanda Devi Soni as an Independent Director upto three Consecutive years from the date of appointment.		
7.	Utilization of IPO Proceeds		

Signed this _____ day of _____ 2017

Signature of shareholder _____

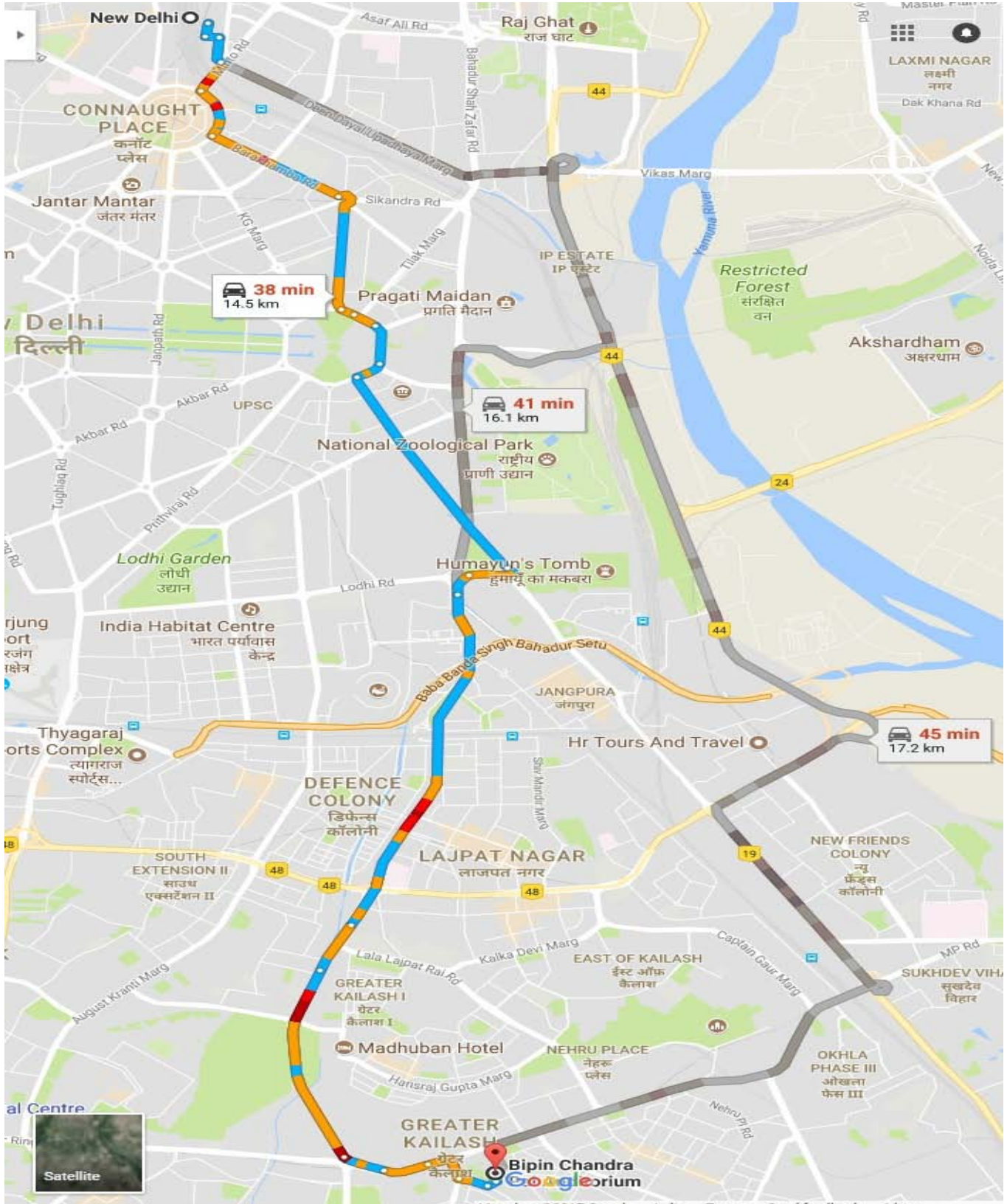
Signature of Proxy holder(s) _____

Affix revenue stamp

Note:- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map

Venue of AGM at A-81, BIPIN CHANDRA PAL MEMORIAL TRUST C.R. PARK, NEW DELHI-110019



Our Division & Products

SMART CITY TRAFFIC SOLUTIONS

- Parking Management System© (PMS)
- Parking Guidance System (PGS)
- Smart Solution for ISBT,
- Toll Management System©
- Automatic Number Plate Recognition System©
- Under Vehicle Surveillance System
- Ticket Dispensing System©
- Automatic Payment Station (APS)
- Fleet Management System
- City Bus Surveillance system
- CCTV & Auto Surveillance
- Boom Barrier, Access Control
- Pedestrian Access Control System
- Perimeter Fencing etc

SMART ENTERPRISE SOLUTIONS

- Smart Campus/Smart Homes
- Visitor Management System
- Canteen Management System©
- Asset Tracking System©
- Laptop Tracking System
- File Tracking System
- Lighting Management System
- Event Management System
- Employee Tracking System©
- Time-Attendance System
- Library Automation & Management System
- Student Information System
- Smart School Management System
- Pilgrimage Management System

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