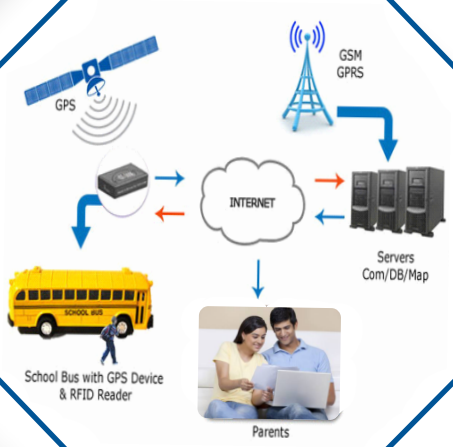
24th Annual Report

BGiL

Converging intelligence

ANNUAL REPORT

2017-18



BHARATIYA GLOBAL INFOMEDIA LTD

(An ISO 9001 : 2008 Company)

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rakesh Bhatia
Chairman-cum-Managing Director

Mrs. Arti Bhatia
Director

Mr. Harjit Singh Anand
Independent Director

Mr. Sanjay Kapoor
Independent Director

Mrs. Nanda Devi Soni
Independent Director

CORPORATE OFFICE
B-66, Sector-60,
Noida-201301
Uttar Pradesh (U.P.), India.
Tel: 0120-4227792
Fax: 0120-4227791
Website: www.bgil.in

REGISTRAR & SHARE TRANSFER AGENT
M/s Karvy Computershare (P) Ltd.
Plot No. 17-24, Vithall Rao Nagar
Madhapur, Hyedarabad-500086
Andhra Pradesh.

COMPANY SECRETARY
Mr. Kumar Pushkar

CHIEF FINANCIAL OFFICER
Mr. Pankaj Kumar

AUDITORS
M/s SAMPRK & Associates

INTERNAL AUDITORS
M/s. Rakesh Kumar Singh & Co.

BANKERS
Bank of Maharashtra

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

CIN: L74999DL1994PLC062967

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

NOTICE

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

DAY: Monday

DATE: DECEMBER 10TH, 2018

TIME: 10:00 AM

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 31st, 2018 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 31st, 2018 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Directors

To appoint a Director in place of **Mrs. Arti Bhatia (DIN: 06403321),** who retires by rotation and, being eligible, offers herself 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. 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 2018and 30th September 2018 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31st March, 2018	Utilization till 30th September , 2018
1.	Setting up our offices	989.60	989.60	754.80	774.80
2.	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5.	General Corporate	650.00	711.39	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99	455.99
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	1025.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	597.37
	Total	5553.08	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.

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

"RESOLVED that in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s)

as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to:

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person;

c) acquire by way of subscription, purchase or otherwise the securities/Assets of any other body corporate,

in excess of the limit as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, up to an aggregate sum of Rs. Hundred Crore Only notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

"RESOLVED THAT in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. One Hundred Fifty Crore Only

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution."

7. **To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

"RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the 'Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company where so ever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favor of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. One Hundred Fifty Crore Only

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution."

By order of the Board of Directors

For **Bharatiya Global Infomedia Limited**

Sd/-

Kumar Pushkar

Company Secretary

Place: Noida

Date: 14th November, 2018

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. 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.
4. Pursuant to provision of section105 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.
5. 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, you are requested 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.
6. The Register of Members of the Company will remain closed on 4th December 2018 to 10th December 2018 both days inclusive.
7. 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.
8. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
9. 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.
10. 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.
11. 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.
12. 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.

13. The Company's Register of Members and the Transfer Books will remain closed from December 4th , 2018 to December 10th, 2018 (both days inclusive).
14. 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.
15. 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.
16. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.
17. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
18. No gifts will be distributed at the annual general meeting.
19. 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.
20. 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 2017-18 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 2017-18 is being sent in the permitted mode.
21. 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	Mrs. Arti Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967
Age (in years)	51
Date of Appointment	20/04/2004
Qualification	M.A., B.Ed.

Relationships between Directors, Manager and Other Key managerial Personnel	Wife of Mr. Rakesh Bhatia
Board position held	Non-Executive Non-Independent
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of her expertise specific function areas along with experience (in years)	She has more than 23 years experience in Corporate Finance, Information Technologies and Investment Banking and activities..
Number of Meetings of the Board attended during the year	Four
Other Directorship	Merit Exports Private Limited
Chairperson/member	Nil

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. Bharatiya Global Infomedia 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: .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.3rd December 2018, may write to Karvy on the email Id: varghese1@karvy.com or to Mr P. A. Varghese, Contact No. 040-33215424, 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 Thursday, the 6th December 2018 at 09.00 AM and ends on Saturday, 8th December 2018 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 Monday, 3rd December 2018, 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 Monday, 3rd December 2018.

F. The Company has appointed the Company has appointed Mr. Ashutosh Kumar Pandey Practicing Company Secretaries. Company Secretaries, Noida 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.bgil.in) 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

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.

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 2018 and 30th September 2018 are as under:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31st March,2018	Utilization till 30th September, 2018
1	Setting up our Offices	989.60	989.60	754.80	774.80
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5	General Corporate	650.00	711.39	711.39	711.50
6	Expansion of R & D	656.73	472.75	455.99	455.99
7	Meeting Long Term Working Capital Requirement	505	1240.87	1055.06	1025.06
8	Cash & Escrow Bank Account & Investment ICD			587.37	597.37
	Total	5553.08	5553.08	5553.08	5553.08

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

Item No. 5

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to:-

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-

60% of the paid-up share capital and free reserves and securities premium account; or

100% of the free reserves and securities premium account; whichever is higher.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. One Hundred Crores Only, under the provisions of Section 186 of the Companies Act, 2013.

In view of the above, the Board of Directors recommends the Resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

Item No. 6

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may needs additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporates or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits up to Rs. One Hundred Fifty Crores Only.

Pursuant to section 180(1)(c) of the Companies Act,2013 , Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members by way of special resolution.

Item No. 7.

In order to facilitate securing the borrowings to be made by the Company in item no. 6, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting by way of special resolution.

Therefore Board recommends Special Resolution for your Approval.

None of the Directors except to the extent of their shareholding and directorships in the Company or their relatives are financially or otherwise interested in this resolution.

By order of the Board of Directors

For **Bharatiya Global Infomedia Limited**

Sd/-

Kumar Pushkar

Company Secretary

Place: Noida

Date: 14th November, 2018

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors are happy in presenting the Twenty-Fourth Director's Report together with the audited Standalone & Consolidated financial Statements for the year ended 31st March 2018.

Financial Results

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

(Amount in lakh)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED 31st March 2018	FOR THE FINANCIAL YEAR ENDED 31st March, 2018	FOR THE FINANCIAL YEAR ENDED 31st March 2017	FOR THE FINANCIAL YEAR ENDED 31st March 2017
	STANDALONE	CONSOLIDATED	STANDALONE	CONSOLIDATED
Income from operations	3141.31	3141.31	4020.75	4027.75
Other Income	3.86	5.54	4.12	5.80
Total Income	3145.18	3146.86	4024.87	4033.55
Total Expenditure	2923.75	2925.65	3724.25	3732.31
Profit before depreciation, Interest and tax	221.43	221.21	300.62	301.24
Less: Interest	44.39	44.39	41.34	41.45
Less: Depreciation	161.95	162.18	179.01	179.31
Profit before Tax	15.08	14.63	80.27	80.48
Less: Provision for Taxation	3.02	3.02	15.29	15.29
Less: Deferred Tax	5.13	5.13	(1.56)	(1.56)
Less: Exceptional Items	NIL	NIL	(21.16)	(21.16)
Profit after tax and extra ordinary items for the period	6.93	6.49	87.69	87.90
Other Comprehensive Income	0.23	0.23	0.56	0.56
Total Comprehensive Income for the period	7.16	6.72	88.25	88.46

The Board of Directors hereby state that during the financial year ended on 31st March 2018, Total Consolidated Revenue for the fiscal year 2017-18 was Rs. 3146.86 Lakh and Earnings before depreciation, Interest and tax are Rs. 221.43 Lakh. Due to change in provision of depreciation as per Schedule II of Companies Act 2013 Loss after tax and extraordinary item is Rs. 6.93 Lakh.

STATE OF COMPANY AFFAIRS :

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 MATTER:

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 order dated August 8, 2014 has been disposed -off by SAT vide its order dated 20.11.2017, the other appeal before the SAT (Securities Appellate Tribunal) against the order of Adjudicating Officer dated 17th April,2014 is still pending.

The details of the objectives for IPO and its fund deployment status as on 31.03.2018 and 30th September 2018 as below:

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31st March 2018	Actual Utilization Till 30th September 2018
1	Setting up our Offices	989.60	989.60	754.80	774.80
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.5	1382.5
5	General Corporate	650.00	711.39	711.39	711.39
6	Expansion of R & D	656.73	472.75	455.99	455.99
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	1025.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	597.37
	Total	5553.08	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 company. 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.

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 2017-2018. The report of the Secretarial Auditor is attached as Annesure-1 to do this report. Observation made in the Secretarial Auditor's Report are self-explanatory and do not call for any comments.

RESIGNATION:

Mr. Ankit Shrishbhai Mehta has resigned from the Board during the year 2018. Mr. Sudhir Kumar Singh has resigned from the post of CFO.

EXTRACT OF ANNUAL RETURN:

An extract of the Annual Return of the Company in prescribed form MGT-9 is annexed herewith, as Annexure-2.

DIVIDEND:

No dividend is recommended for the year ended March 31st, 2018.

RESERVES:

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

SHARE CAPITAL:

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

PUBLIC DEPOSITS

The Company has not accepted any public deposits u/s 26 of the Companies Act,2013 during the period under review.

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.

A. Audit Committee:

Sl. No.	Name of the Director	Designation
1.	Mr. Sanjay Kapoor	Chairman
2.	Mr. Harjit Singh Anand	Member
3.	Mr. Rakesh Bhatia	Member

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

B. Nomination and Remuneration Committee:

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

Sl. No.	Name of the Director	Designation
1.	Mr. Sanjay Kapoor	Chairman
2.	Mr. Harjit Singh Anand	Member
3.	Mr. Rakesh Bhatia	Member

C. Stakeholder Relationship Committee:

The current composition of Stakeholder Relationship Committee is as follows:

Sl. No.	Name of the Director	Designation
1.	Mr. Sanjay Kapoor	Chairman
2.	Mr. Rakesh Bhatia	Member
3.	Mr. Harjit Singh Anand	Member

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 intervene 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.

DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors have given declaration that they meet the criteria of Independence as provided under section 149 of the Companies Act 2013 and SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015.

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; and (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.

STATUTORY AUDITORS

M/s SAMPRK & Associates, Chartered Accountants,(Firm Registration No. 013022N) New Delhi, are being re-appointed as Statutory Auditors of the Company from conclusion of this Annual General Meeting (AGM) to the conclusion of next Twenty-fifth 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 disqualifies 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.

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, which forms part of the Annual Report.

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.

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.

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.

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, the BGIL 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.

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.

FOREIGN EXCHANGE EARNINGS & OUTGO

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

(Amount in INR)

Particulars	31.03.2018	31.03.2017
Earning in Foreign Currency :		
Sale of Software (Including exchange rate fluctuation gain)	Nil	Nil
Expenditure in Foreign Currency :		
Purchase of Hardware	Nil	37,267

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 Indian Accounting Standards (Ind AS) 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 systemswere adequate and operating effectively.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (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.

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.

ANNUAL EVALUATION BY THE BOARD:

On the recommendation of the Nomination and Remuneration Committee, the Board has finalized the Evaluation Process to evaluate the entire Board, Committees, Executive Directors and Non-Executive Directors. The method of evaluation, as per the Evaluation Process, is to be done by internal assessment through a detailed questionnaire to be completed by individual Directors. In accordance with the Companies Act and the Listing Requirements, the evaluation is done once in a year, after close of the year and before the Annual General Meeting.

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 note no 18 of the financial statements.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS:

There is no significant or material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

EXTENSION OF AGM

During the year the Company has obtained an extension of time for holding its Annual General Meeting (AGM) for adoption of accounts and other related activity for financial year ended on 31.03.2018.

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statements 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-3.

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-4 (a).

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-4 (b).

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-5. Further, details of Related Party Transactions as required to be disclosed by Indian Accounting Standards (Ind AS)–24 on "Related Party Disclosures" specified under Companies (Indian Accounting Standards) Rules, 2015, are given in the Note No. 32 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.

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

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.

SECRETARIAL STANDARDS:

The Company complies with all applicable secretarial standards.

ACKNOWLEDGEMENT

We thank our customs and bankers 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 order of the Board of Directors

For **Bharatiya Global Infomedia Limited**

Sd/-

Rakesh Bhatia

(Chairman-cum-Managing Director)

Place: Noida

Date: 14th November, 2018

To,

The Members

Bharatiya Global Infomedia Limited

1301, Vijaya Building, 17 Barakhamba Road, Cannaught Place, New Delhi-110001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharatiya Global Infomedia Limited (hereinafter called the "Company"). The 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 my verification of the Company's records and also the information provided by the Company, its officers, agents and authorized representatives during conduct of the secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March 2018, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018, according to the provisions of:

I) The Companies Act, 2013 (the Act) and the rules made thereunder;

II) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; IV) 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;

V) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; [Not Applicable as there is No Substantial Acquisition of Shares and Takeover during the Year under Review]

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; [As represented by the management, there is no instance of nonconformity with SEBI (Prohibition of Insider Trading) Regulations, 2015]

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [Not Applicable as the Company has not issued any further capital under the regulations during the period under review]

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; [Not Applicable as there is no scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly]

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];

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 [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [Not applicable as the Company is active and there was no proposal of delisting of its equity shares from any Stock Exchange during the financial year under review];

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [Not applicable as the Company has not bought back and there was no proposal for buy-back of its securities during the financial year under review].

Apart from other applicable laws, the Management has not identified and confirmed any other laws as specifically applicable to the Company.

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

a) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

b) The Listing Agreements entered into by the Company with National Stock Exchange and Bombay Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except and to the extent of the reporting made herein this Report

I) further report that:-

a) I have relied upon the explanation of the company, its officers and agents, to the effect that the company does not have any foreign direct investment nor it has any overseas direct investment.

b) I have relied upon the explanation of the company, its officers and agents, to the effect that the company has complied with provisions of PF/ESI and there is no proceeding having material effect with regards to PF/ESI initiated and/or pending during the year under review.

c) I have relied upon the explanation of the company, its officers and agents, to the effect that the Company has complied with the applicable provisions Income Tax, PF, ESI and other applicable laws and is generally regular in depositing the undisputed statutory dues and no undisputed statutory dues were in arrears as at 31 March,2018 for a period of more than six months from the due date except and to the extent of the following:-

Sl No	Particulars of the Statutory Dues	Amount (INR)
1	Value Added Tax	23, 01,517
2	Service Tax	19, 44,605
3	TDS	14, 85,077
	Total	**5,731,199**

d) I have relied upon the explanation of the company, its officers and agents to the effect that no proceeding having material effect with regards to Income Tax/TDS PF, ESI and other applicable laws initiated and/or pending against the company during the year under review.

e) I have relied upon the explanation of the company, its officers and agents regarding other litigation which are subsisting as on date and which might have the potential to materially affect the company. Accordingly, I report that the Adjudicating officer of SEBI has vide its order No. EAD-2/DSR/RG/99-102/2014 dated 17th April 2014, 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 against which the Company has preferred an appeal which is pending before the Hon'ble Securities Appellate Tribunal, Mumbai. The effect of this matter has been recognized as contingent liability instead of providing for in the Balance Sheet.

f) I have limited means to comment on legal proceedings initiated by the company for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores and interest of Rs 11.10 Lacs. Moreover, no provision is seen to have been made towards the inter-corporate deposits and outstanding interest in the books of account.

g) I have relied upon the explanation of the company, its officers and agents regarding penalty imposed u/s 234E of the Income Tax Act, 1961 to the extent of Rs. 3.67 Lakhs which as per the management explanation is NIL and the company is making efforts to reconcile the same with the Income Tax records.

h) The company has regularized and appointed Mrs. Nanda Devi Soni (DIN-06403321), who originally was appointed as an Additional Director, by way of necessary resolution passed at the previous Annual General Meeting. The consequent action is to be harmonized with signatory details of the company as maintained by MCA on its official website.

i) The company has appointed Mr. Sanjay Kapoor (DIN: 00047651) and Mr. Harjeet Anand (DIN: 03168663) as Independent Directors by way of necessary resolution passed at the previous Annual General Meeting. The consequent action is to be harmonized with signatory details of the company as maintained by MCA on its official website.

j) The company has re-appointed Mr. Rakesh Bhatia (DIN: 00046983), who retires by rotation and, being eligible, offered himself for re-appointment by way of necessary resolution passed at the previous Annual General Meeting. The consequent action is to be harmonized with signatory details of the company as maintained by MCA on its official website.

k) The composition of the Board of Directors of the Company as on closure of the year under scrutiny is being given in Annexure 1 which ought to be commensurate with applicable provisions of the Companies Act, 2013, rules and regulations made thereunder read with SEBI LODR 2015.

l) Adequate notice is given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda are sent generally seven days in advance.

m) 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.

n) All decisions of the Board and Committees are carried with requisite majority

I further report that based on review of compliance mechanism established by the Company, I am of the opinion that there are adequate systems and processes in place in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except and to the extent of the report mentioned herein above.

I further report that during the audit period there were no instances of:

a) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
b) Redemption / buy-back of securities
c) Merger / amalgamation / reconstruction, etc.
d) Foreign technical collaborations

For **AKP & Associates**
Company Secretaries
Sd/-
Ashutosh Kumar Pandey
FCS-6847:CP-7385
Proprietor

Place: Noida
Date: 05.11.2018

Annexure A

To,
The Members
Bharatiya Global Infomedia Limited
1301, Vijaya Building, 17 Barakhamba Road,
Cannaught Place, New Delhi-110001

Our Secretarial Audit Report for the financial year 31st March 2018 is to be read along with this letter.

Management's Responsibility

a) It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

b) It is the responsibility of the management of the Company to file all e-forms and returns with the concerned authority and to ensure that the delay, if any, is duly condoned unless specifically reported.

c) My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

d) I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

e) Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

f) 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.

g) I have not verified the correctness and appropriateness of financial records and books of account of the Company.

For **AKP & Associates**
Company Secretaries
Sd/-
Ashutosh Kumar Pandey
FCS-6847:CP-7385
Proprietor

Place: Noida
Date: 05.11.2018

Form No.MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March 2018

[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 TransferAgent,ifany	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 turn over of the company shallbestated:-

Sr. No	Nameand Description of mainproducts/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Information Technologies	-	86%
2	Media & Entertainment	-	14%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable
1.	Merit Exports (P) Ltd. B-13, LGF, Amar Colony, Lajpat Nagar IV, New Delhi-110019	U51311DL2000PTC107661	Subsidiary	88.52%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Shareholding

No. of Shares held at the beginning of the year		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoter									
1)	Indian									
a)	Individual/ HUF	56,53,362	96,333	57,49,695	36.29	56,73,362	96,333	57,69,695	36.42	0.13
b)	CentralGovt.	0	0	0	00.00	0	0	0	0	0
c)	State Govt.(s)	0	0	0	00.00	0	0	0	0	0
d)	Bodies Corp	19,66,083	0	19,66,083	12.41	19,66,083	0	19,66,083	12.41	0
e)	Banks / FI	0	0	0	00.00	0	0	0	0	0
f)	Any Other	0	0	0	00.00	0	0	0	0	0
	Sub-total(A)(1):-	76,19,445	96,333	77,15,778	48.70	76,39,445	96,333	77,35,778	48.83	0.13
2)	Foreign									
g)	NRIs-Individuals	0	0	0	0	0	0	0	0	0
h)	Other-Individuals	0	0	0	0	0	0	0	0	0
i)	Bodies Corp.	0	0	0	0	0	0	0	0	0
j)	Banks / FI	0	0	0	0	0	0	0	0	0
k)	Any Other….	0	0	0	0	0	0	0	0	0
	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	
2.	Non Institutions									
a)	Bodies Corp.									
	(i) Indian									
	(ii) Overseas	27,31,271	15,000	27,46,271	17.33	23,17,099	0	23,17,099	14.63	2.17
b)	Individuals									

	(i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	19,87,372	58,467	20,45,839	12.92	24,47,024	4,42,649	28,99,673	18.30	(5.38)
	(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	24,18,563	6,47,603	30,66,166	19.35	22,85,266	2,02,769	24,88,035	15.70	3.65
	c) Others(Specify)									
	(c-i) Clearing Members	84,432	0	84,432	0.53	1,30,912	0	1,30,912	0.83	.30
	(c-ii) NRI/ OCB	1,84,624	0	1,84,624	1.17	2,71,613	0	2,71,613	1.71	0
	(c-iii) Trusts	0	0	0	0	0	0	0	0	0
	Sub-total(B)(2)	7406262	721070	8127332	51.30	74,61,914	6,45,418	81,07,332	51.17	0.74
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	7406262	721070	8127332	51.30	7461514	645418	8106932	51.17	0.74
	C Shares held by Custodian for GDRs &ADRs	0	0	0	0	0	0	0		0
	Grand Total (A+B+C)	15025707	817403	15843110	0	15101359	741751	15843110	100	0.74

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 to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Rakesh Bhatia	29,38,686	18.55	0	2938686	18.55	0	0
2.	Arti Bhatia	21,35,335	13.48	0	21,55,335	13.60	0	0.12
3.	Number one Finvest (P) Ltd.	6,57,500	4.15	0	6,57,500	4.15	0	0
4.	Rakesh Bhatia (HUF)	5,40,000	3.41	0	5,40,000	3.41	0	0
5.	BGIL Films & Technologies Limited	5,14,295	3.25	0	5,14,295	3.25	0	0
6.	Grindlay Finman (P) Ltd.	6,93,967	4.38	0	6,93,967	4.38	0	0
7.	Number One Finsec (P) Ltd.	1,00,321	0.63	0	1,00,321	0.63	0	0
8.	Gaurav Bhatia	77,500	0.49	0	77,500	0.49	0	0
9.	Santoshi Devi	33,333	0.21	0	33,333	0.21	0	0
10.	J K Bhatia	24,333	0.15	0	24,333	0.15	0	0
11.	Atul Tomar	500	0.00	0	500	0.00	0	0
12.	B K Bhatia	8	0.00	0	8	0.00	0	0
	Total	77,15,778	48.70	0	77,35,778	48.83	0	0.12

iii. Change in Promoters' Shareholding (please specify, if there is no change)

	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	77,15,778	48.70	77,35,778	48.83
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	77,15,778	48.70	77,35,778	48.83

V. INDEBTEDNESS

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

	SecuredLoans 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	2,60,00,000	Nil	Nil	2,60,00,000
Total(i+ii+iii)		Nil	Nil	
Change in Indebtedness during the financial year - Addition - Reduction	18,90,016	Nil	Nil	18,90,016
Net Change		Nil	Nil	
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but notpaid iii) Interest accrued but not due	2,78,90,016	Nil	Nil	2,78,90,016
Total (i+ii+iii)	2,78,90,016	Nil	Nil	2,78,90,016

VI. 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 Bhatia	
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	21,31,284	21,31,284
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section17(3) Income- tax-Act,1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
5.	- as% of profit		
6.	- others, specify…	Nil	Nil
	Others, please specify	Nil	Nil
	Total(A)	21,31,284	21,31,284
	Ceiling as per the Act		

C. Remuneration to other directors:

Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
Independent Directors •Fee for attending board committee meetings •Commission •Others, please specify	60000				60000
Total(1)	60000				60000
Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others, please specify	Nil				Nil
Total(2)	Nil				Nil
Total(B)=(1+2)	60000				60000
Total Managerial Remuneration					
Overall Ceiling as per the Act					

D. 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 section17(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		11,40,165	6,00,000	17,40,165
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		11,40,165	6,00,000	17,40,165

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Com-pounding 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.

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 contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any;	Date of Approval by the board	Amount paid as advances, if any
1.	BGIL Films & Technologies Limited	Under Same management	Sale of goods	1 Year	Sale of goods worth of Rs.60.35 Lakhs	-	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.	Subsidiary	Rent Paid	As Per Agreement	Rent Paid of Rs. 1,74,000/-	-	Nil
4.	Mr. Rakesh Bhatia	CMD	CMD	1 Year	Directors Remuneration of Rs. 21,31,284	-	Nil
5.	Mr. Kumar Pushkar	Company Secretary	Company Secretary	1 Year	Salary of Rs.11,40,165/-	-	Nil
6.	Sudhir Kumar Singh	Chief Financial Officer	Chief Financial Officer	1 Year	Salary of Rs. 6,00,000/-	-	Nil
7.	Mr. Gaurav Bhatia	Son of Mr. Rakesh Bhatia	Chief Operating Officer	1 Year	Salary of Rs. 8,50,616 /-	-	Nil
8.	Rakesh Bhatia	CMD	Unsecured Loan	1 Year	Loan Received From R.K Bhatia	-	Rs. 31,63,500 /-

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 Exports P Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1-04-2017 to 31-03-2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreignsubsidiaries	INR
4.	Share capital	14,40,260
5.	Reserves & surplus	5,07,96,523
6.	Total assets	6,83,33,188
7.	Total Liabilities	1,60,96,405
8.	Investments	3,00,000
9.	Turnover	3,42,000
10.	Profit before taxation	(44,588)
11.	Provision for taxation	
12.	Profit after taxation	(44,588)
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 Personal 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. Mr. Rakesh Bhatia (Chairman) 2. Mr. Sanjay Kapoor (ID) 3. Mr. Harjit Singh Anand(ID) 4. Mrs. Arti Bhatia	13.25 0.12 0.12 0.12
(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. Mr. Rakesh Bhatia (Chairman) 2. Mr. Sanjay Kapoor (ID) 3. Mr. Harjit Singh Anand(ID) 4. Mrs. Arti Bhatia 5. Mr. Kumar Pushkar 6. Mr. Sudhir kumar Singh 7. Mr. Gaurav Bhatia	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		50
(v)	The explanation on the relationship between average increase in remuneration and company performance	Average increase in remuneration of Employees is nil. The profit before tax of the company has decreased.	
(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 Rs. 47.22 lakhs against the Net Profit of the Company of Rs. 15.08 lakhs.	

(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.		**31.03.2018**	**31.03.2018**
		Market Capitalization	6,66,99,497.31	17,99,77,740.96
		PE Ratio	84.20	20.29
		Net Worth	92,12,94,269.74	92,05,78,729.39

(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 2017-18 was Nil. Percentage increase in Managerial Remuneration for the year is NIL			
(ix)	Comparison of remuneration of Key Managerial Personnel against performance of the Company (Rupees in Lakhs)	Particulars	CMD	CS	CFO
		Remuneration Revenue PBT	21.31 3145.18 15.08	11.40 3145.18 15.08	6.00 3145.18 15.08
(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 2018 is not applicable to the Company.

Management Discussion and Analysis

OVERVIEW

The Financial Statements of the Company have been prepared in accordance with accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The management accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein.

The estimates and judgments relating to the financial statements have been made on a prudent and fair manner the form and substance of transactions, and reasonably present the state of affairs, profile and cash flows for the year ending 31st March 2018.

INFORMATION TECHNOLOGY (IT) INDUSTRY & ITS FUTURE

The contributions being made by the IT industry towards the country's GDP has led to a steady growth of the Indian economy. India's IT industry is regarded as a hub of innovators providing world class technology solutions across the globe. Various international organizations have set up their offices here in India like Google, Accenture etc. It has helped in changing Indian economy from a agricultural based economy to a knowledge driven economy. It has given birth to e-governance practices, as a result of which people get an easy access via e-health, e-education, e-ticketing, parking etc. to the various governmental services. Today almost everything can be done online whether its shopping, ticketing, filing Income Tax returns etc.

Key drivers of growth in the IT sector

- Low cost of operation and tax advantages
- Supportive government policies including Government established SEZs
- Availability of technically skilled manpower
- Rapid introduction of IT technologies in major sectors such as telecom, BFSI, e-health/ education etc.
- Strong growth in export demand
- use of new technologies like cloud computing and online portals (IoT & AI)

Government initiatives

After the economic reforms various incentives were provided by both the state and central government for better emergence of the IT sector like liberalization of external trade, removing duties on imports of IT products, setting up Export Oriented Units (EOU), setting up of Software Technical Parks (STP) etc. Government of India has also set up National Task Force on IT and Software development to investigate the possibility of strengthening the economy.

MARKET SIZE

India is 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. US$ 150 billion Indian IT industry's export revenue to grow at 7-8% and domestic market revenue is projected to grow at 10-11 per cent in 2017-18.

The internet industry in India is likely to double to reach US$ 250 billion by 2020, growing to 7.5 per cent of gross domestic product (GDP). The number of internet users in India is expected to reach 730 million by 2020, supported by fast adoption of digital technology, according to a report by National Association of Software and Services Companies (NASSCOM). Indian technology companies expect India's digital economy to have the potential to reach US$ 4 trillion by 2022, as against the Government of India's estimate of US$ 1 trillion. Rise in mobile-phone penetration and decline in data costs will add 500 million new internet users in India over the next five years creating opportunities for new businesses, as per private equity and venture capital firm Omidyar Network. Cross-border online shopping by Indians is expected to increase 85 per cent in 2017-18, and total online spending is projected to rise 31 per cent to Rs 8.75 lakh crore (US$ 128 billion) by 2018!!!..Total spending on IT by banking and security firms in India is expected to grow 8.6 per cent year-on-year to US$ 7.8 billion by 2017-18.

COMPANY OVERVIEW

Bharatiya Global Infomedia Limited (BGIL) is one of the top most company providing turn-key based solutions mainly catering to Smart Cities including all major sectors or industries viz. Road & Transportation, Infra & Building, Health & Medical, Defense, Security & Surveillance etc. Bharatiya Global Infomedia Limited (BGIL), owns 18 registered IPR (Intellectual Property Rights) & have successfully delivered/implemented more than 370 projects till date, a leading company in following segments:

SMART CITY TRAFFIC SOLUTIONS	SMART ENTERPRISE SOLUTIONS
Parking Management System© (PMS)	Smart Campus
Parking Guidance System (PGS)	Visitor Management System
Toll Management System©	Canteen Management System©
Automatic Number Plate Recognition System©	Asset Tracking System©
Under Vehicle Surveillance System	Laptop Tracking System
Ticket Dispensing System©	File Tracking System
Automatic Payment Station (APS)	Lighting Management System
Fleet Management System	Event Management System
City Bus Surveillance system	Employee Tracking System©
CCTV & Auto Surveillance	Time-Attendance System
Boom Barrier, Access Control	Library Automation & Management System
Pedestrian Access Control System	Student Information System
Perimeter Fencing etc.	Smart School Management System
No Parking based e- Parking system	Pilgrimage Management System
E-Challans system	Smart Home Automation
Ticketing Kiosks	Hospital Management System
	Jewelry Management

R & D / New Products / Solutions

- With a list of 46 products range BGIL is a true Product based company having 19 IPRs (probably only company in India) into Applications related to automation of Security, Surveillance & Safety, Communication (Mobile Applications).

- 'BGIL' has a top ranking clientele which includes Fortune 500 companies, having successfully delivered more than 370 projects till date including few 'first one of its kind' projects in India.
- During the period BGII's experienced team have successfully developed a complete products started last year namely 'Automatic Parking Ticket Dispenser', 'Parking Exit Verifier and Kiosk based Smart Card Dispenser', 'Smart Card Drop-Box and Access Control System' which offers import substitute and has a good marketable aspects. Also the company upgraded its existing version of 'Automated Payment Station' (APS) with unique features like acceptance of Debit/Credit Card along with cash payment option(s), can be integrated with central server control system

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

Focused Industrial Segments and completed Projects:

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 like BHARTI AXA LIFE INSURANCE, DHFL Pramerica Life Insurance, IFFCO-TOKYO, Price Water House (PWC)-Pan India, Airtel-New Delhi, Alight-Noida MSKJV, Honeywell, Adobe- NOIDA & Bangalore, Reliance, Chandigarh Transport Undertaking (CTU),Peoples Scou, Aurionpro Solutions and also value like new extended projects Viz. Lodha-Capacity-The Park, Infosys, Honeywell Automation, Siemens, Schneider, Hindustan Uni-Lever (Siemens),,DMH,All India Institute of Medical Sciences, Medanta & Fortis Hospitals, AON-Hweitt-Pan India, Resort-Nakhrali-Dhani, Mahagun-Noida etc. The Management continues to look for new technologies and new diversification areas so as to broaden its portfolio of products and also move into higher value adding businesses and new relationships as the Company is also looking beyond current strategies to add on new growing segment like Home Automation, Infra and City Surveillance, Smart Cities concepts and Consultants etc. Besides above, company is also looking for new opportunities created after demonetization specially in the field of e-wallets and net based activities etc.

Approach to marketing and proposed marketing set-up:

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 office 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 19 Products IPRs registered till date which are as follows:

S.No.	Product Name
1	BGIL Toll Management Systems
2	BGIL Canteen Management System

3	BGIL Ticket Dispensing System
4	BGIL Tokenless Two Factor Authentication System
5	BGIL Asset Tracking System
6	BGIL Employee Tracking System
7	BGIL Automatic Number Plate Recognition System
8	BGIL Parking Management System
9	BGIL Smart Campus System
10	BGIL Parking Guidance System
11	BGIL Laptop Tracking System
12	BGIL Intelligent Mast Controller
13	BGIL File Tracking System
14	BGIL Visitor Management System
15	BGIL Food Court Management System
16	BGIL Club Management System
17	BGIL Student Information System
18	BGIL Library Automation & Management System
19	BGIL Jewelry Management System

A. OPPORTUNITIES AND THREATS:

India continues to reinforce its position as the only country in the world from where one can do anything and everything.. BGIL is cognizant of risks and uncertainties which are managed proactively through risk mitigation processes and strategies. Recently, our company is experiencing a constant delay of realization of receivables from valued clients and non-flexibility of existing system to extend financial facilities though the work and order position/ opportunism in market are huge.

SMART CITY- APPLICABILITY OF INTERNET OF THINGS (IOT) & Artificial Intelligence (AI)

The fast growth in the population density in urban areas demands more facilities and resources. To meet the needs of city development, the use of Internet of Things (IOT) devices and the smart systems is the very quick and valuable source. However, thousands of IoT devices are interconnecting and communicating with each other over the Internet results in generating a huge amount of data, termed as Big Data. To integrate IOT services and processing Big Data in an efficient way aimed at smart city is a challenging task. Therefore, we proposed a system for smart city development based on IoT using artificial Intelligence (AI) & Big Data Analytics. We use sensors deployment including smart home sensors, vehicular networking, weather and water sensors, smart parking sensor, and surveillance objects, etc.

A. PERFORMANCE AND OUTLOOK:

BGIL's reported record consolidated revenue of INR 3146.86 Lakhs during the year 2017-18 as against revenue of Rs. 4033.55 Lakhs for the 2016-17; Net consolidated Profit during the year 2017-18 is Rs 14.63 Lakhs and Total Comprehensive Income for the period is INR 7.16 Lakhs. The consolidated shareholder's funds as at March 31, 2018 amount to Rs. 9260.50 Lakhs.

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.

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 exercisesleadership, 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 five (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 31st March 2018	Board Meetings Attended	Whether present at previous AGM held On 27th Sep 2017
Mr. Rakesh Bhatia	CMD	Non-Independent	29,38,686	6	Yes
Mrs. Arti Bhatia	Director	Non-Independent Non- Executive	21,55,335	6	Yes
Mr. Sanjay Kapoor	Director	Independent	Nil	6	Yes
Mr. Harjit Singh Anand	Director	Independent	Nil	5	-
Mrs. Nanda Devi Soni	Director	Non-Independent Non-Executive	Nil	1	-

4.2 Dates of Board Meetings held during the financial year 2017-2018

S.No.	Date of Board Meetings
1	May 26th 2017
2	August 31st, 2017
3	Sep 14th, 2017
4	December 13th, 2017
5	February 12th, 2018
6	March 31st, 2018

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 theirremuneration, nature and scope of audit
- Ensure adequacy of internal controls and compliances and recommendRemedial 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 Boardof 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 26th May 2017, 14th September 2017, 13th December 2017, 12th Feb 2018 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 BoardDevising 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. Harjit Singh Anand - Independent Director

Mr. Rakesh Bhatia - Director

8.3 Meeting and attendance during the year 2018:

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
Mr. Rakesh Bhatia	Non –Independent	2	2

8.4 Details of Remuneration paid or payable to Directors during the year 2018:

Total Director Remuneration paid during the year is Rs. 21,31,284/- and Director sitting fees paid is Rs.60,000/- 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. Sanjay Kapoor-Chairman	Independent
Mr. Harjit Singh Anand	Independent
Mr. Rakesh Bhatia	Non-Independent

10. Women Grievance Committee

Name	Category
Mrs. Arti Bhatia	Chairman
Mrs. 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, 2018.

11. General Body Meetings:

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

Date	Location	Time
29.09.2015	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	10:15
30.12.2016		10:15
27.09.2017		03.30

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 Forth Annual General Meeting:

Date	December 10th, 2018
Time	10:00 a.m.
Venue	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
Financial Year	April1, 2017 to March 31, 2018
Listing Fees	The Company has paid the Annual Listing Fess to the NSE &BSE for the Financial Year 2017-2018.
Book Closure	December 04th, 2018 to December 10th, 2018 (Both days inclusive).
Listing on Stock Exchanges	National Stock Exchange Limited (NSE) &Bombay Stock Exchange (BSE)
ISIN Number	INE224M01013
Registered office	1301, 13th 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: bgilinfo@bgil.in

f) Securities suspended from trading:

Not Applicable.

g) Shareholding Pattern as on March 31, 2018:

Category	No. of Shareholder	No. of Share held	Percentage
Promoter & Promoter Group	12	7735778	48.83
Public	8761	8107332	51.17
Non-Promoter Non Public	0	0	0

Shares underlying DRs	0	0	0
Share Held by employee Trusts	0	0	0
Total	8773	15843110	100

h) Plant and Business locations:

1. B-66, Sector-60, Noida

2. B-504, Morya House, New Link Road, Behind Crystal Plaza, Mumbai

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 anyemployee 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 thes 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, Chairman-cum-Managing Director** hereby certify that:

(a) I have reviewed financial statements for the year ended March 31, 2018 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**

Place: Noida

Sd/-

Date: 14th November, 2018

Rakesh Bhatia

Chairman-cum-Managing Director

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, 2018, 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
Sd/-
Ashutosh Kumar Pandey
Practicing Company Secretary
C.P. No.7385

Place: Noida
Date: 14th November, 2018

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS OF BHARATIYA GLOBAL INFOMEDIA LIMITED

Report on the Financial Statements

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, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity 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

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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS 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 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 standalone Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS 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 31st March 2018, its loss including other comprehensive income, its cash flows and the changes in equity 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 of Rs11.10 Lakhs , thereby, increasing the profit by the same amount as further detailed in note no. 35 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 34 and confirmation and reconciliation of some of accounts as further detailed in note no. 29 and Non Provision of penalty imposed u/s 234E of the Income Tax Act, 1961 to the extent of Rs. 3.67 Lakhs as detailed in note no.36.***

Report on Other Legal and Regulatory Requirements

1. 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.
2. 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
   (e) On the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of section 164 (2) of the Act;
   (f) With respect to the adequacy of the internal financial controls over financial reporting of

the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) 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, 2018, on its financial position in its IND AS financial statements.

ii) The Company has made provision as at March 31, 2018, 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, 2018

For **S A M P R K & Associates**
Chartered Accountants
Firm Registration No 013022N

sd/-
CA. Pankaj Sharma
Partner
Mem No: 093446

Place: New Delhi
Dated: 30/05/2018

Annexure- A to Independent Auditors' Report

Annexure A to the Independent Auditor's Report referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date on the standalone Ind AS financial statements of **BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967)**

(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,2018 for a period of more than six months from the date they became payable **except the amount of VAT of Rs . 23, 01,517/- and Service tax Of Rs. 19, 44,605/- and TDS of Rs. 14, 85,077/-.**

(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, 2018.

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	1,27,167	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	26400 21400 67,468 2,00,206 38,400 42,600	2017-18 2016-17 2015-16 2014-15 2013-14 2012-13	

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government or dues to debenture holders.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of debt instruments in the nature of debentures and term loans for the purposes for which they were raised. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S A M P R K & Associates**
Chartered Accountants
Firm Registration No 013022N

sd/-
CA. Pankaj Sharma
Partner
Mem No: 093446

Place: New Delhi
Dated: 30/05/2018

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, 2018 in conjunction with our audit of the standalone IND AS 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 (the "Guidance Note") 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 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 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 and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent 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 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 internal financial controls 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 over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, 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.

For **S A M P R K & Associates**
Chartered Accountants
Firm Registration No 013022N

sd/-
CA. Pankaj Sharma
Partner
Mem No: 093446

Place: New Delhi
Dated: 30/05/2018

BHARATIYA GLOBAL INFOMEDIA LIMITED
Balance Sheet as at 31 March 2018
(All amounts are in Indian rupees)

Rs. in Lakhs

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
ASSETS				
(1) Non current Assets				
(a) Property, Plant and Equipment	2.1	885.72	998.82	1,123.84
(b) Other Intangible Assets	2.2	1,704.80	1,740.96	1,788.82
(c) Intangible Assets under Development		2,470.37	2,361.37	2,035.27
(d) Financial Assets				
(i) Investments	3	506.05	505.82	510.26
(ii) Trade receivables	4	911.78	1,348.03	1,558.70
(iii) Loans	5	-	-	-
(iv) Other Financial Assets	6	628.83	756.72	1,114.55
(e) Other Non-Current Assets	7	83.80	111.74	139.67
Sub Total Non Current Assets		**7,191.35**	**7,823.47**	**8,271.11**
(2) Current Assets				
(a) Inventories	8	2,782.70	709.72	150.05
(b) Financial Assets				
(i) Trade Receivables	9	4,127.21	2,241.66	1,804.38
(ii) Cash and Cash Equivalents	10	44.37	4.92	17.09
(iii) Bank Balances other than (ii) above		47.37	47.37	47.37
(iv) Loans	11	551.10	551.09	561.10
(iii) Other Financial Assets	12	482.25	375.10	393.63
(c) Other current assets	13	399.13	151.91	130.39
Sub Total Current Assets		**8,434.12**	**4,081.78**	**3,103.99**
Total Assets		**15,625.47**	**11,905.24**	**11,375.10**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	14	1,584.31	1,584.31	1,584.31
(b) Other Equity	15	7,628.63	7,621.48	7,533.23
LIABILITIES				
(1) Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade Payables		-	126.01	220.17
(ii) Other Financial Liabilities		-	-	-
(b) Long Term Provisions	16	21.36	19.33	35.11
(c) Deferred Tax Liabilities (Net)	17	389.24	384.11	385.67
(d) Other Non-Current Liabilities		-	-	-
Sub Total Non Current Liabilities		**410.60**	**529.44**	**640.94**
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	18	373.67	326.83	283.71
(ii) Trade payables		5,151.09	1,457.94	1,115.09
(iii) Other Financial Liablities		-	-	-
(b) Other Current Liabilities	19	430.91	342.00	189.88
(c) Short Term Provisions	20	46.26	43.24	27.95
Sub Total Current Liabilities		**6,001.92**	**2,170.01**	**1,616.62**
Total Equity And Liabilities		**15,625.47**	**11,905.24**	**11,375.10**

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 : 30.05.2018

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

BHARATIYA GLOBAL INFOMEDIA LIMITED
Statement of Profit & Loss for the period ended 31 March 2018
(All amounts are in Indian rupees)

Rs. in Lakhs

	Particulars	Note No.	2017-18	2016-17
I	Revenue from Operations	21	3,141.31	4,020.75
II	Other Income	22	3.86	4.12
III	**Total Revenue (I+II)**		**3,145.18**	**4,024.87**
IV	**Expenses:**			
	Cost of Material Consumed		-	-
	Purchases of Stock-in-Trade		4,750.63	3,459.22
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	(2,072.98)	(49.30)
	Employee benefits expense	24	150.57	171.84
	Finance Costs	25	44.39	41.34
	Depreciation and Amortisation expense	26	161.95	179.01
	Other Expenses	27	95.53	142.49
	Total Expenses		**3,130.10**	**3,944.60**
V	**Profit / (Loss) before exceptional items and tax (III-IV)**		15.08	80.27
VI	Exceptional Items		-	(21.16)
VII	**Profit before tax (V-VI)**		15.08	101.42
VIII	Tax Expense			
	(1) Current Tax		3.02	15.29
	(2) Deferred Tax		5.13	(1.56)
IX	**Profit/(loss) for the period (VII-VIII)**		**6.93**	**87.69**
X	**Other Comprehensive Income**			
	(A) Items that will not be reclassified to profit or loss		-	-
	(B) Items that will be reclassified to profit or loss			
	Fair value changes on investments (Net)		0.23	0.56
XI	**Total Comprehensive Income for the period (IX+X)**		**7.16**	**88.25**
XII	**Earnings per equity share**			
	Equity shares of par value Rs. 10 each			
	(1) Basic		0.05	0.56
	(2) Diluted		0.05	0.56

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 : 30.05.2018

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

BHARATIYA GLOBAL INFOMEDIA LTD
CASH FLOW STATEMENT

Rs. in Lakhs

	DESCRIPTIONS	AS AT 31.03.2018	AS AT 31.03.2017
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit / (Loss) as per Statement of Profit & Loss	15.08	80.27
	Adjustments for:		
	Depreciation	161.95	179.01
	Loss on sale of fixed assets	11.95	-
	Provision for Grauity	2.03	5.37
	Interest Received	(2.22)	(2.64)
	Public Issue Expenses Written off	27.93	27.93
	Operating Profit before Working Capital changes	**216.73**	**289.95**
	Changes in working capital:		
	Adjustments for (increase) / decrease in operating assets:		
	Trade Receivables	(1,547.26)	(226.62)
	Loans & Advances	(0.01)	386.36
	Change in Inventories	(2,072.98)	-
	Other Current Assets	(247.22)	(581.20)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	3,693.15	-
	Current Liabilities	88.91	400.82
	Income Tax Payable	3.02	-
	Cash Generated from Operations	**134.34**	**269.32**
	Direct Taxes Paid (net of refunds)	-	-
	Extra ordinary /Prior period items	-	-
	Net cash flow from / (used in) operating activities (A)	**134.34**	**269.32**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure on fixed assets	(35.16)	(6.14)
	Proceeds from sale of fixed assets	0.42	-
	Decrease (Increase) in Investments	(0.22)	5.00
	Change in Capital WIP	(109.00)	(326.10)
	Interest received	2.22	2.64
	Net cash flow from / (used in) investing activities (B)	**(141.74)**	**(324.60)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase / (Decrease) in Short Term Borrowing	46.84	43.12
	Net cash flow from / (used in) financing activities (C)	46.84	43.12
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	**39.43**	**(12.15)**
	Cash and cash equivalents at the beginning of the year	52.30	64.46
	Cash and Cash Equivalent at the end of the year	**91.74**	**52.30**

Note: The statement of cash flow has been prepared by following indirect method as per Indian Accounting Standard (Ind AS)-7 "Statement of Cash Flows". There were no meterial differences between the statement of cash flows presented under Ind AS and the previous GAAP.

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 : 30.05.2018

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

BHARATIYA GLOBAL INFOMEDIA LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2018

Rupees in Lakh

Particulars	Equity share capital	Other equity					Total equity attributable to equity holders of the Company
		Reserves and surplus				Other items of other comprehensive income	
		Securities premium reserve	Retained earnings	General reserve	Capital reserve		
Balance as at April 1, 2016	1,584.31	5,750.26	1,569.27	213.70	-	-	9,117.54
Changes in equity for the year ended March 31, 2017	-	-	-	-	-	-	-
Fair value changes on investments (net)	-	-	-	-	-	0.56	0.56
Profit for the year	-	-	87.69	-	-	-	87.69
Balance as at March 31, 2017	**1,584.31**	**5,750.26**	**1,656.96**	**213.70**	**-**	**0.56**	**9,205.79**
Balance as at April 1, 2017	**1,584.31**	**5,750.26**	**1,656.96**	**213.70**	**-**	**0.56**	**9,205.79**
Changes in equity for the year ended March 31, 2018	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-
Fair value changes on investments (net)	-	-	-	-	-	0.23	0.23
Profit for the year	-	-	6.93	-	-	-	6.93
Balance as at March 31, 2018	**1,584.31**	**5,750.26**	**1,663.89**	**213.70**	**-**	**0.79**	**9,212.95**

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 : 30.05.2018

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

Significant Accounting Policies and Notes to Accounts for the year ended 31st March 2018

1.1 Significant Accounting Policies

1.1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Compliance with Ind AS

These financial statements for the year ended 31st March 2018 are the first financials with the comparatives, the Company has prepared under Ind AS. For all periods up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements for the year ended 31st March 2017 and the opening Balance Sheet as at 1stApril, 2016 have been restated in accordance with Ind AS for comparative information.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

1) Certain financial assets and liabilities that are measured at fair value;
2) Defined benefit plans - plan assets measured at fair value.

Current and non-current classification

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.1.2 Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.1.3 Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection and are recorded net of sales return, branch transfer, rebates and trade discounts.

Sales include sale of hardware and software products.

Revenue from rendering of services include movie distribution rights and are recognized based on agreements / arrangements on completed service contract method.

Interest income and rental income are recognized on accrual basis.

1.1.4 Property, Plant and Equipment

Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2016.

1.1.5 Intangible Assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

Estimated useful life by major class of finite-life intangible asset is as follows:

Computer software - 5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

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

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.

Upon first-time adoption of Ind AS, the Company has elected to measure its intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2016.

1.1.6 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, prior to the commencement of commercial production are capitalized as part of the cost of Assets. A qualifying Asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which it was incurred.

1.1.7 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

1.1.8 Investments

Investments in unquoted equity shares and quoted shares are stated at cost and fair market value respectively.

1.1.9 Inventories

Raw materials and store & spares are valued at lower of Cost and Net Realizable Value.

Work in progress is valued at the cost incurred.

Finished goods are valued at lower of Cost (raw material and appropriate proportion of overheads) and Net Realizable Value.

Goods held for Resale are valued at lower of cost and net realizable value.

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.

Costs of inventories are determined on First in First out ('FIFO') basis in the ordinary course of business.

Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.1.10 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.

1.1.11 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss.

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.1.12 Employee benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and the undiscounted amount of such employee benefits are recognised in Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus etc.

Defined Benefit Plan

Gratuity is provided for based on actuarial valuation carried out at the close of each period.The actuarial valuation is done by an Independent Actuary as per projected unit credit method. For defined benefit plans, the amount recognised as 'Employee benefit expense' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Defined Contribution Plan

Contributions to defined contribution schemes wherever required by the statute are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

1.1.13 Segment reporting

Identification of segments

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's

performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

Allocation of common costs

Common allocable costs are allocated to each segment on reasonable basis.

Unallocated items

Include expenses incurred on common services provided to the segment which are not allocable to any business segment.

Segment policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.1.14 Cash Flow Statement

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

1.1.15 Earning Per Share

Earnings per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the Weighted Average Number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earnings per share, the Net Profit or Loss for the period attributable to equity shareholders is divided by the Weighted Average Number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

1.1.16 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.1.17 Financial Instruments

A) Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets

are subsequently classified and measured at

- amortised cost
- Fair value through profit and loss (FVTPL).

Investments in subsidiaries

The Company has accounted for its investments in subsidiaries at cost.

Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

B). Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.1.18 Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

1.2 First-time adoption of Ind AS

The standalone financial statements of Bharatiya Global Infomedia Limited for the financial year ended March, 31, 2018 have been prepared in accordance with Ind AS.

Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values

of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Optional exemptions availed

A). Deemed cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipment and Intangible assets as deemed cost as at the transition date.

B). Investments in subsidiaries, joint ventures and associates

The Company has opted Para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

C). Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at fair value through other comprehensive income (FVOCI) on the basis of the facts and circumstances at the date of transition to Ind AS. The company has opted to apply this exemption for its investment in equity Investments.

Applicable Mandatory Exceptions

A) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

- Investment in equity instruments carried at fair value through profit and loss (FVPL) or FVOCI;
- Investment in debt instruments carried at FVPL; and
- Impairment of financial assets based on expected credit loss model.

B) Classification and measurement of financial assets

As required under Ind AS 101, the Company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. For the purpose of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous IGAAP. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out in Note 1.2.1.

1.2.1 Reconciliations

1.2.1.1 Reconciliation of Equity as previously reported under GAAP to Ind AS

Rupees in Lakhs

Particulars	Note No.	As at 01st April 2016			As at 31st March 2017		
ASSETS		**IGAAP**	**Ind AS adjustments**	**Ind AS**	**IGAAP**	**Ind AS adjustments**	**Ind AS**
Non-current Assets							
Property, Plant and Equipment		1,123.84	-	1,123.84	998.82	-	998.82
Other Intangible Assets		1,788.82	-	1,788.82	1,740.96	-	1,740.96
Intangible Assets under Development		-	2,035.27	2,035.27	2,361.37	-	2,361.37
Financial Assets							
- Investments	A	510.26	-	510.26	505.26	0.56	505.82
- Trade receivables	B	-	1,558.70	1,558.70	-	1,348.03	1,348.03
- Loans		1,114.55	(1,114.55)	-	-	-	-
- Other Financial Assets		-	1,114.55	1,114.55	756.72	-	756.72
Other Non-Current Assets	B	3,852.40	(3,712.73)	139.67	1,459.77	(1,348.03)	111.74
Sub Total Non Current Assets		**8,389.88**	**(118.76)**	**8,271.11**	**7,822.91**	**0.56**	**7,823.47**
Current Assets							
Inventories		31.28	118.76	150.05	709.72	-	709.72
Financial Assets	C						
- Trade Receivables		1,804.38	-	1,804.38	2,241.66	-	2,241.66
- Cash and Cash Equivalents		64.46	(47.37)	17.09	52.30	(47.38)	4.92
- Bank Balances other than (ii) above		-	47.37	47.37	-	47.37	47.37
- Loans		954.72	(393.63)	561.10	926.18	(375.09)	551.09
- Other Financial Assets		-	393.63	393.63	-	375.10	375.10
Other current assets		130.39	-	130.39	151.91	-	151.91
Sub Total Current Assets		**2,985.23**	**118.76**	**3,103.99**	**4,081.77**	**-**	**4,081.78**
Total Assets		**11,375.10**	**0.00**	**11,375.10**	**11,904.68**	**0.56**	**11,905.25**
EQUITY AND LIABILITIES							
Equity							
Equity Share Capital		1,584.31	-	1,584.31	1,584.31	-	1,584.31
Other Equity	D	7,533.23	-	7,533.23	7,620.91	0.56	7,621.48
LIABILITIES							
Non-Current Liabilities	E						
Financial Liabilities							
- Borrowings		-	-	-	-	-	-
- Trade Payables		-	220.17	220.17	-	126.01	126.01

- Other Financial Liabilities		-	-	-	-	-	-
Long Term Provisions		35.11	-	35.11	19.33	-	19.33
Deferred Tax Liabilities (Net)		385.67	-	385.67	384.11	-	384.11
Other Non-Current Liabilities		220.17	(220.17)	-	126.01	(126.01)	-
Sub Total Non Current Liabilities		**640.94**	**-**	**640.94**	**529.44**	**-**	**529.44**
Current liabilities							
Financial Liabilities							
- Borrowings		283.71	-	283.71	326.83	-	326.83
- Trade payables		1,115.09	-	1,115.09	1,457.94	-	1,457.94
- Other Financial Liablities		-	-	-	-	-	-
Other Current Liabilities		189.88	-	189.88	342.00	-	342.00
Short Term Provisions		27.95	-	27.95	43.24	-	43.24
Sub Total Current Liabilities		**1,616.62**	**-**	**1,616.62**	**2,170.02**	**-**	**2,170.01**
Total Equity and Liabilities		**11,375.10**	**-**	**11,375.10**	**11,904.68**	**0.56**	**11,905.24**

1.2.1.2 Reconciliation statement of Profit and Loss as previously reported under GAAP to Ind AS

Rupees in Lakhs

Particulars	Note No.	As at 31st March 2017		
		IGAAP	Ind AS adjustments	Ind AS
Revenue from Operations		4,020.75	-	4,020.75
Other Income		4.12	-	4.12
Total Revenue		**4,024.87**	**-**	**4,024.87**
Expenses				
Cost of Material Consumed		-	-	-
Purchases of Stock-in-Trade		3,459.22	-	3,459.22
Changes in inventories of finished goods, work-in-progress and stock-in-trade		(49.30)	-	(49.30)
Employee benefits expense		171.84	-	171.84
Finance Costs		41.34	-	41.34
Depreciation and Amortisation expense		179.01	-	179.01
Other Expenses		142.50	-	142.49
Total Expenses		**3,944.60**	**-**	**3,944.60**
Profit / (Loss) before exceptional items and tax		**80.26**	**-**	**80.27**
Exceptional Items		(21.16)	-	(21.16)
Profit before tax		**101.42**		**101.42**

Tax Expense				
(1) Current Tax		15.29	-	15.29
(2) Deferred Tax		(1.56)	-	(1.56)
Profit/(loss) for the period		**87.69**	**-**	**87.69**
Other Comprehensive Income				
(A) Items that will not be reclassified to profit or loss		-	-	-
(B) Items that will be reclassified to profit or loss				
Fair value changes on investments (Net)	F	-	0.56	0.56
Total Comprehensive Income for the period		**87.69**	**0.56**	**88.25**
Earnings per equity share				
Equity shares of par value Rs. 10 each				
(1) Basic		0.55	0.01	0.56
(2) Diluted		0.55	0.01	0.56

Notes to the Reconciliations:

A Non-current Financial Assets – Investments

Investment in quoted equity shares is valued at fair market value in accordance with Ind AS.

B Non-current Financial Assets – Trade Receivables and Other Non-current Assets

Other non-current assets in previous GAAP is re-classified in accordance with Ind AS into trade receivables and other non-current assets.

C Current Financial Assets – Cash and Cash Equivalents

Current financial assets are re-classified in accordance with Ind AS.

D Other Equity

Adjustments to retained earnings and other comprehensive income have been made in accordance with Ind AS for the above mentioned line items.

E Non-current Liabilities

Non-current liabilities are reclassified in accordance with Ind AS and trade payables are segregated from other non-current liabilities.

F Other Comprehensive Income

Other comprehensive income reflects fair value changes on investments and reclassified in profit and loss account.

BHARATIYA GLOBAL INFOMEDIA LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
Fixed Assets as at 31st March 2018

Note No. 2
Note No. 2.1 - Property, Plant and Equipment

Rupees in Lakh

Description	Esimated Life (In Years)	Gross Block				Depreciation Block				Net Block	
		As at 31st March 2017	Addition	Disposal	As at 31st March 2018	As at 31st March 2017	Depreciation for the period	Adjustment / Written off	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
COMPUTER	3	658.09	-	260.44	397.65	625.19	-	248.07	377.12	20.53	32.90
OFFICE EQUIPMENT	5	125.57	-	-	125.57	113.02	6.96	-	119.98	5.59	12.54
VEHICLE	8	97.49	35.16	27.36	105.29	68.67	10.06	17.27	61.46	43.83	28.82
PLANT & MACHINERY	13	1,037.33	-	462.63	574.70	418.11	88.04	462.63	43.52	531.18	619.21
FURNITURE & FIXTURE	10	202.91	-	-	202.91	123.47	16.84	-	140.31	62.60	79.44
OFFICE PREMISES	60	256.57	-	-	256.57	30.67	3.90	-	34.57	222.00	225.90
TOTAL		**2,377.96**	**35.16**	**750.44**	**1,662.68**	**1,379.14**	**125.79**	**727.97**	**776.96**	**885.72**	**998.82**
Previous Year		2,371.82	6.14	-	2,377.96	1,247.98	131.16	-	1,379.14	998.82	1,123.84

Note No. 2.2 - Other Intangible Assets

Description	Esimated Life (In Years)	GROSS BLOCK				DEPRECIATION BLOCK				NET CARRYING VALUE	
		As at 31st March 2017	Addition	Disposal	As at 31st March 2018	As at 31st March 2017	Depreciation for the period	Adjustment / Written off	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
SOFTWARES	5	965.94	-	-	965.94	707.28	36.16	-	743.45	222.50	258.66
COPY RIGHT		1,432.31	-	-	1,432.31	-	-	-	-	1,432.31	1,432.31
GOODWILL		50.00	-	-	50.00	-	-	-	-	50.00	50.00
TOTAL		**2,448.25**	**-**	**-**	**2,448.25**	**707.28**	**36.16**	**-**	**743.45**	**1,704.80**	**1,740.96**
Previous Year		2,448.25	-	-	2,448.25	659.43	47.86	-	707.28	1,740.96	1,788.82
Gross Total		**4,826.20**	**35.16**	**750.44**	**4,110.93**	**2,086.42**	**161.95**	**727.97**	**1,520.40**	**2,590.52**	**2,739.78**
Gross Total (Previous Year)		4,820.07	6.14	-	4,826.20	1,907.41	179.01	-	2,086.42	2,739.78	2,912.66

BHARATIYA GLOBAL INFOMEDIA LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in Lakh

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Note No. 3			
Non-Current Investments			
Investment in Equity Shares - Trade, Unquoted (at cost)			
-In Subsidiary Company			
127572 Equity Shares (P.Y. 127572) of Merit Exports (P) ltd	502.47	502.47	502.47
-In NCDs (Non-Trade, Unquoted) at cost			
500 Units of Religare Securities Limited	-	-	5.00
Investment in Equity Shares - Trade, Quoted (at Fair Value)			
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	3.58	3.35	2.79
Market Value : Rs. 3.68 Lakh (P.Y. 3.35 Lakh)			
Aggregate value of unquoted investments	**502.47**	**502.47**	**507.47**
Aggregate value of quoted investments	**3.58**	**3.35**	**2.79**
	506.05	**505.82**	**510.26**
Note No. 4			
Trade Receivables (Non- Current)			
Unsecured, considered good exceeding one year	**911.78**	**1,348.03**	**1,558.70**
Note No. 5			
Loans (Non-Current Assets)			
Unsecured loan, considered good	-	-	-
Note No. 6			
Other Financial Assets (Non-Current)			
Advances recoverable in cash or in kind	**628.83**	**756.72**	**1,114.55**
Note No. 7			
Other Non-Current Assets			
Others			
(a) Preliminary Expenses /Public Issue Exp.	83.80	111.74	139.67
	83.80	**111.74**	**139.67**
Note No. 8			
Inventories			
Stock-in-Trade	**2,782.70**	**709.72**	**150.05**
Note No. 9			
Trade Receivables (Current)			
Unsecured, considered good			
(a) Exceeding six month	387.43	490.43	55.28
(a) Not exceeding six month	3,739.78	1,751.23	1,749.10
	4,127.21	**2,241.66**	**1,804.38**
Note No. 10			
Cash and Cash Equivalents			
(a) Balances with scheduled banks			
-In current accounts	41.54	0.39	1.32
(b) Cash-in-Hand (As certified by the management)	2.82	4.53	15.77
	44.37	**4.92**	**17.09**
Note No. 11			
Loans *			
Inter-Corporate Deposits	540.00	540.00	550.00
Interest Accrued on Inter Corporate deposits	11.10	11.09	11.10
* Refer note no 35	**551.10**	**551.09**	**561.10**

Note No. 12			
Other Financial Assets (Current)			
Advances recoverable in cash or in kind or for value to be received	**482.25**	**375.10**	**393.63**
Note No. 13			
Other Current Assets			
TDS Receivable	108.20	61.30	41.21
MAT Credit	14.46	14.46	22.90
Security Deposits	65.21	61.16	60.55
Interest Accrued but not Due	1.87	2.35	1.55
Staff Advance	8.45	8.47	-
Refund Due	4.18	4.18	4.18
GST Input	196.76	-	-
	399.13	**151.91**	**130.39**
Note No. 14			
Share Capital			
Authorised			
16,500,000 Equity Shares of Rs. 10/- Each	1,650.00	1,650.00	1,650.00
Issued, Subscribed And Fully Paid-Up:			
15,843,111 (Previous year: 15,843,111) Equity Shares of Rs. 10/- each Fully Paid Up	**1,584.31**	**1,584.31**	**1,584.31**

Note No. 14 (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares of Rs. 10 each	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	15,843,111.00	1,584.31	15,843,111.00	1,584.31	15,843,111.00	1,584.31
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	**15,843,111.00**	**1,584.31**	**15,843,111.00**	**1,584.31**	**15,843,111.00**	**1,584.31**

Note No. 14 (b) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	Number	% of Holding	Number	% of Holding	Number	% of Holding
Mr. Rakesh Bhatia	2,938,686.00	18.55	2,938,686.00	18.55	2,938,686.00	18.55
Mrs. Arti Bhatia	1,924,937.00	12.15	1,924,937.00	12.15	1,924,937.00	12.15

Note No. 14 (c): Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amonuts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No. 15	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Reserve and Surplus			
(i) Securities premium account			
Opening balance	5,750.26	5,750.26	5,750.26
Add: Addition during the year	-	-	-
	5,750.26	5,750.26	5,750.26

(i) Capital Reserve			
Opening balance	-	-	-
Add: Addition during the year	-	-	-
	-	-	-
(i) General Reserve			
Opening balance	213.70	213.70	213.70
Add: Addition during the year	-	-	-
	213.70	213.70	213.70
(i) Retained Earnings			
Opening balance	1,657.52	1,569.27	1,569.27
Add: Transferred from profit and loss account	7.16	88.25	-
	1,664.68	1,657.52	1,569.27
	7,628.63	**7,621.48**	**7,533.23**
Note No. 16			
Long Term Provisions			
Provision for employee benefits	**21.36**	**19.33**	**35.11**
Note No. 17			
Deferred Tax Liabilities (Net)			
Fixed Assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	**389.24**	**384.11**	**385.67**
Note No. 18			
Borrowings (Current Liabilities)			
Secured Loan			
Bank of Maharastra-Cash Credit*	278.90	263.28	283.71
(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.)			
Loan From Director - Mr. Rakesh Bhatia	94.77	63.55	-
* Refer note no 41			
	373.67	**326.83**	**283.71**
Note No. 19			
Other Current Liabilities			
Advance from customers	255.35	232.82	115.10
Expenses Payable	90.58	48.54	33.77
Other Liabilities			
-Audit Fee Payable	8.08	7.18	6.57
-Service Tax Payable	19.45	18.24	3.10
- VAT Paybale	23.02	22.74	15.71
-TDS payable	33.85	12.30	15.48
-PF Payable	0.59	0.19	0.15
	430.91	**342.00**	**189.88**
Note No. 20			
Short Term Provisions			
(i) Provisions for income tax	**46.26**	**43.24**	**27.95**

BHARATIYA GLOBAL INFOMEDIA LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in Lakh

Particulars	2017-18	2016-17
Note No. 21		
Revenue From Operations		
(a) Sale of Products	585.89	2,542.16
(b) Sale of Services	2,555.43	1,478.58
(c) Other Operating Revenues	-	-
	3,141.31	**4,020.75**
Note No. 22		
Other Income		
(a) Interest Income	2.22	2.64
(b) Dividend Income	-	-
(c) Rent	1.20	-
(c) Other non-operating Income	0.44	1.48
	3.86	**4.12**
Note No. 23		
Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening Stock	80.59	31.29
Less: Closing Stock	(2,153.56)	(80.59)
	(2,072.98)	**(49.30)**
Note No. 24		
Employee Benefits Expense		
(a) Salaries and Wages	140.81	149.33
(b) Contribution to provident and other funds	1.14	0.77
(c) Gratuity	2.03	5.37
(d) Staff welfare	6.59	16.36
	150.57	**171.84**
Note No. 25		
Finance Costs		
(a) Interest	43.05	39.87
(b) Dividend on redeemable preference shares	-	-
(c) Exchange differences regarded as an adjustment to borrowing costs	-	-
(d) Bank charges	1.34	1.47
	44.39	**41.34**
Note No. 26		
Depreciation and Amortisation expense		
Tangible Assets	125.79	131.16
Intangible Assets	36.16	47.86
	161.95	**179.01**

Note No. 27		
Other Expenses		
(a) Conveyance Expenses	1.08	10.64
(b) Interest and Penalties	2.16	0.61
(c) Advertisement Expense	1.48	1.56
(d) AGM Expenses	1.13	0.36
(e) Audit Fees	2.40	1.50
(f) Business Promotion	0.96	4.80
(g) Repair and Maintenance	0.91	1.97
(h) Legal & Professional Charges	7.59	9.32
(i) Postage & courier expenses	0.65	2.93
(j) Printing & stationery	0.47	0.84
(k) Vehicle Running and Maintenance Expense	1.47	2.97
(l) Office Expenses	2.70	10.98
(m) Insurance Expense	1.31	1.15
(n) Project Expenses	11.26	15.25
(o) Priliminary Expenses/Public Issue Expenses written off	27.93	27.93
(p) Rent	3.29	3.20
(q) Communication Expenses	2.19	5.99
(r) Tour & Travelling Expenses	4.49	9.72
(s) Rates & Taxes	4.55	3.93
(t) Loss on Sale of Assets	11.95	-
(u) Electricity Expenses	2.90	2.91
(v) Other Misc. Expense	2.66	23.93
	95.53	**142.49**

28. Contingent Liabilities not provided for:

a. Guarantees given by the company — Rs.61.15Lakhs (Pr. Year 61.15Lacs)

b. Claims against the company Not acknowledge as debts — Rs 600 Lakhs (Pr. Year 600 Lacs)

c. Non provision of late fee imposed U/s 234E of Income Tax Act 1961 — Rs 3.67 Lakhs (Pr. Year 2.98 Lacs)

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

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

31. Business segment-wise Report (as per the reporting requirements of IND AS-108) (Rs. In Lacs)

		Current Year	Previous Year
a.	**Revenue**		
	I.T. Division	3091.31	3477.68
	Media & Entertainment Division	50.00	543.06
	Others	3.86	4.12
	Total	3145.17	4024.86
b.	**Profits**		
	I.T. Division	55.61	246.29
	Media & Entertainment Division.	0.00	(128.80)
	Others	3.86	4.12
	Total	59.47	121.60
	Less: -Interest/Financial Expenses	44.39	41.34
	Less: - Other Unallocated Expenses	0.00	0.00
	Less: -Extraordinary/Exceptional Items	0.00	(21.16)
	Profit before Tax	15.08	101.42

32. Disclosure as required by Accounting Standard (IND AS-24) "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:
Mr. Rakesh Bhatia - Chairman
Mrs. Arti Bhatia - w/o Mr. Rakesh Bhatia
Mr. Gaurav Bhatia - S/o Mr. Rakesh Bhatia
Mr. Sanjay Kapoor - Director
Mr. Kumar Pushkar - Company Secretary
Mr. Sudhir Kumar Singh - CFO

b) Details of Transaction:-	As on 31.03.18 (Rs.)	As on 31.03.17 (Rs.)
(i) Companies where control exists		
Transactions:		
Purchase-BGIL Films & Technologies Ltd	NIL	NIL
Sale - BGIL Films & Technologies Ltd	60, 35,000	2, 75, 73,613
Rent received--BGIL Films & Technologies Ltd	1, 20,000	90,000
Rent Paid- Merit Exports Private Limited	1, 74,000	87, 000
Outstanding as at Balance Sheet Date		
Payables- Merit Exports Pvt. Ltd	42, 93,582	41, 19,582
Payable- BGIL Films & Technologies Ltd	NIL	NIL
Receivable-Merit Exports Private Limited	NIL	NIL
Receivable- BGIL Films & Technologies Ltd	96, 12,173	88, 46,368
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration-Rakesh Bhatia	21, 31,284	22, 00,008
Directors Remuneration-Sanjay Kapoor	NIL	NIL
Salary - Gaurav Bhatia	8, 50,616	8, 52,000
Salary - Kumar Pushkar	11, 40,165	11, 34,000
Salary - Sudhir Kumar Singh as CFO	6, 00,000	2, 36,000
Loan - Rakesh Bhatia	48, 76,000	99, 08,200
Outstanding as at Balance Sheet Date		
Amount Payable		
- Kumar Pushkar	7, 65,146	2, 83,500
- Rakesh Bhatia	6, 37,502	NIL
- Gaurav Bhatia	11, 85,811	8, 07,127
- Sudhir Kumar Singh (as CFO)	4, 15,179	1, 55,000
- Loan Payable (Rakesh Bhatia)	94, 76,700	63, 13,200
Amount Receivable		
- Rakesh Bhatia	NIL	61,511

33. The Company has paid Rs. 21, 31,284/- to the Directors [P.Y. Rs. 22, 00,008/-] as Directors Remuneration.

34. Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 31.03.2018 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 31st March 2018	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	-
3	IPO Expenses	277.36	312.85	312.85	-
4	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	-
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.

35. The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores and interest of Rs 11.10 Lakhs and are hopeful of recovery of same. However, no provision has been made in the books of account.

36. As per the Income Tax Website, there are Income Tax demands pending against the company but as per the company's records the same are not payable and the company is making efforts to reconcile the same with the Income Tax records. The demand u/s 234E of the Income Tax Act 1961 has not been accounted for amount of Rs. 3, 67,074/- as company prefer to move on appeal.

37. Earnings per share (EPS) –

The Earning per share has been calculated as specified in IND AS 33 on "Earning per Share" Issued by the Institute of Chartered Accountants of India, the related disclosures are as below:

	2017-2018	2016-17
Profit / (Loss) after current and deferred tax (Rs.)	7, 15,540	88, 25,088
Basic / Weighted Average number of Equity Shares Outstanding during the year	1, 58, 43,110	1, 58, 43,110
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earnings per Share	0.05	0.56
Diluted Basic Earnings per Share	0.05	0.56

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

39. There is provision in respect of retirement benefits such as gratuity as per IND AS 19 notified by Ministry of Corporate Affairs has been made as per Actuarial valuation.

40. Lease Terms

Operating Lease:

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

	2017-18	2016-2017
Office/Guest House/ Residential Premises	3.29Lacs	3.19Lacs

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

	2017-18	2016-2017
Office/Guest House/ Residential Premises	1.20Lacs	0.90Lacs

41. 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 2018. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.

42. All known liabilities have been accounted for in books of account.
43. 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/-	sd/-	sd/-
Pankaj Sharma	**Rakesh Bhatia**	**Sanjay Kapoor**
Partner	Chairman cum Mg Director	Director
Membership No.093446	DIN: 00046983	DIN: 00047651
	sd/-	sd/-
Place: New Delhi	**Kumar Pushkar**	**Sudhir Kumar Singh**
Date: 30.05.2018	Company Secretary	CFO
	Membership No.: A25246	

S A M P R K & ASSOCIATES
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
BHARATIYA GLOBAL INFOMEDIA LIMITED

Report on the Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of The **BHARATIYA GLOBAL INFOMEDIA LIMITED** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), consolidated Balance Sheet as at 31st March, 2018, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

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Email: samprkpankaj@gmail.com/sharmapanjul@gmail.com/samprkassociates@gmail.com

S A M P R K & ASSOCIATES
Chartered Accountants

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS 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 accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated Ind AS 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 consolidated state of affairs of the Group, its associates and joint ventures as at 31st March, 2018, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity 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 of Rs11.10 Lacs , thereby, increasing the profit by the same amount as further detailed in note no. 35 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 34 and confirmation and reconciliation of some of accounts as***

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further detailed in note no. 29 and Non Provision of penalty imposed u/s 234E of the Income Tax Act, 1961 to the extent of Rs. 3.67 Lacs as detailed in note no.36.

Other Matter

The accompanying consolidated financial statement include total assets of Rs 6,83,35,188/- as on 31st March, 2018, total revenue (including other income) is 3,42,000, net profit/(loss) after current and deferred tax of Rs (44,588/-)- and net cash flow of Rs (26,546/-) for the period ended on 31st March, 2018 in respect of the subsidiary company, which has not been audited by us, 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 on the report.

Our opinion on the consolidated Ins AS 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 auditors and financial statement and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

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S A M P R K & ASSOCIATES

Chartered Accountants

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate report in

(g) 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 information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries,

i) The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated Ind AS financial position of the Group;

ii) Provision has been made in the consolidated Ind AS financial statements, 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 Holding Company, its subsidiaries, incorporated in India during the year ended 31st March, 2018.

For S A M P R K & Associates

Chartered Accountants
Firm Registration No 013022N

CA. Pankaj Sharma
Partner
Mem No: 093446
Place: New Delhi
Dated: 30/05/2018

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BHARATIYA GLOBAL INFOMEDIA LIMITED

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CIN :- L74999DL1994PLC062967, **Ph :-** +91-120-4227792, **Fax:-** +91-120-4227791 **Website :-** www.bgil.in, email :- contact@bgilinfo.com

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018

Rupees in Lakh

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
ASSETS				
(1) Non current Assets				
(a) Property, Plant and Equipment	2.1	907.12	1,020.44	1,145.76
(b) Capital Work-in-Progress		522.92	522.92	506.06
(c) Other Intangible Assets	2.2	1,732.45	1,768.61	1,816.47
(d) Intangible Assets under Development		2,470.37	2,361.37	2,035.27
(e) Financial Assets				
(i) Investments	3	6.57	6.35	10.79
(ii) Trade receivables	4	911.78	1,348.08	1,558.70
(iii) Loans	5	-	-	-
(iv) Other Financial Assets	6	720.33	848.22	1,205.40
(f) Other Non-Current Assets	7	84.86	112.80	140.73
Sub Total Non Current Assets		**7,356.40**	**7,988.79**	**8,419.18**
(2) Current Assets				
(a) Inventories	8	2,782.70	709.72	150.05
(b) Financial Assets				
(i) Trade Receivables	9	4,127.21	2,241.66	1,804.38
(ii) Cash and Cash Equivalents	10	44.71	5.53	19.29
(iii) Bank Balances other than (ii) above		47.37	47.37	47.37
(iv) Loans	11	551.10	551.09	561.10
(iii) Other Financial Assets	12	482.25	375.10	393.63
(c) Other current assets	13	399.13	151.91	130.39
Sub Total Current Assets		**8,434.47**	**4,082.39**	**3,106.19**
Total Assets		**15,790.87**	**12,071.17**	**11,525.37**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	14	1,584.31	1,584.31	1,584.31
(b) Other Equity	15	7,616.51	7,609.79	7,521.33
(c) Non-controlling Interest		59.67	59.72	59.69
LIABILITIES				
(1) Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade Payables		-	126.01	220.17
(ii) Other Financial Liabilities		-	-	-
(b) Long Term Provisions	16	21.36	19.33	35.11
(c) Deferred Tax Liabilities (Net)	17	389.26	384.13	385.65
(d) Other Non-Current Liabilities		-	-	-
Sub Total Non Current Liabilities		**410.62**	**529.46**	**640.93**
(2) Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	18	486.24	439.40	347.71
(ii) Trade payables		5,193.24	1,501.77	1,115.09
(iii) Other Financial Liablities		-	-	-
(b) Other Current Liabilities	19	394.02	303.47	228.38
(c) Short Term Provisions	20	46.26	43.24	27.93
Sub Total Current Liabilities		**6,119.75**	**2,287.88**	**1,719.11**
Total Equity And Liabilities		**15,790.87**	**12,071.17**	**11,525.37**

As per our report of even date
For **SAMPRK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N
sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2018

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

BHARATIYA GLOBAL INFOMEDIA LIMITED

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CIN :- L74999DL1994PLC062967, **Ph :-** +91-120-4227792, **Fax:-** +91-120-4227791 **Website :-** www.bgil.in, email :- contact@bgilinfo.com

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018

Rupees in Lakh

Particulars		Note No.	2017-18	2016-17
I	Revenue from Operations	21	3,141.31	4,027.75
II	Other Income	22	5.54	5.80
III	**Total Revenue (I+II)**		**3,146.86**	**4,033.55**
IV	**Expenses:**			
	Cost of Material Consumed		-	-
	Purchases of Stock-in-Trade		4,750.63	3,459.22
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	(2,072.98)	(49.30)
	Employee benefits expense	24	153.95	176.63
	Finance Costs	25	44.39	41.45
	Depreciation and Amortisation expense	26	162.18	179.31
	Other Expenses	27	94.05	145.76
	Total Expenses		**3,132.22**	**3,953.07**
V	**Profit / (Loss) before exceptional items and tax (III-IV)**		14.63	80.48
VI	Exceptional Items / Prior Period Items		-	(21.16)
VII	**Profit before tax (V-VI)**		**14.63**	**101.64**
VIII	Tax Expense			
	(1) Current Tax		3.02	15.29
	(2) Deferred Tax		5.13	(1.56)
IX	**Profit/(loss) for the period (VII-VIII)**		**6.49**	**87.90**
X	**Other Comprehensive Income**			
	(A) Items that will not be reclassified to profit or loss		-	-
	(B) Items that will be reclassified to profit or loss			
	Fair value changes on investments (Net)		0.23	0.56
XI	**Total Comprehensive Income for the period (IX+X)**		**6.72**	**88.46**
XII	**Allocation for the period**			
	(A) Owners of the Parent		6.77	88.43
	(A) Non-controlling Interest		(0.05)	0.03
XIII	**Earnings per equity share**			
	Equity shares of par value Rs. 10 each			
	(1) Basic		0.04	0.56
	(2) Diluted		0.04	0.56

As per our report of even date

For **SAMPRK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N
sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2018

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

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CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

Rupees in Lakh

	DESCRIPTIONS	AS AT 31.03.2018	AS AT 31.03.2017
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit / (Loss) as per Statement of Profit & Loss	14.63	80.48
	Adjustments for:		
	Depreciation	162.18	179.31
	Loss on sale of fixed assets	11.95	-
	Provision for Grauity	2.03	5.37
	Interest Received	(2.22)	(2.64)
	Public Issue Expenses Written off	27.93	-
	Operating Profit before Working Capital changes	**216.50**	**262.53**
	Changes in working capital:		
	Adjustments for (increase) / decrease in operating assets:		
	Trade Receivables	(1,547.26)	(226.62)
	Loans & Advances	(1.75)	392.77
	Change in Inventories	(2,072.98)	-
	Other Current Assets	(247.22)	(549.26)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	3,691.47	-
	Current Liabilities	92.28	345.81
	Transfer to Non-controlling Interest	3.02	0.03
	Cash Generated from Operations	**134.07**	**225.26**
	Direct Taxes Paid (net of refunds)	-	(27.26)
	Extra ordinary /Prior period items	-	21.16
	Net cash flow from / (used in) operating activities (A)	**134.07**	**219.15**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure on fixed assets	(35.16)	(6.14)
	Proceeds from sale of fixed assets	0.42	-
	Decrease (Increase) in Investments	(0.22)	5.00
	Change in Capital WIP	(109.00)	(326.10)
	Interest received	2.22	2.64
	Net cash flow from / (used in) investing activities (B)	**(141.74)**	**(324.60)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase / (Decrease) in Short Term Borrowing	46.84	91.69
	Net cash flow from / (used in) financing activities (C)	**46.84**	**91.69**
	Net increase / (decrease) in cash and cash equivalents (A+B+C)	39.17	(13.75)
	Cash and cash equivalents at the beginning of the year	52.90	66.66
	Cash and Cash Equivalent at the end of the year	**92.07**	**52.90**

Note: The statement of cash flow has been prepared by following indirect method as per Indian Accounting Standard (Ind AS)-7 "Statement of Cash Flows". There were no meterial differences between the statement of cash flows presented under Ind AS and the previous GAAP.

As per our report of even date

For **SAMPRK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N
sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2018

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/-
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DIN 00047651
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CFO

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Office :- 1301, Vijaya Building, 17 Barahkhamba Road, New Delhi-110001 **Corporate Office :-** B-66, Sector-60, Noida-201301
CIN :- L74999DL1994PLC062967, **Ph :-** +91-120-4227792, **Fax:-** +91-120-4227791 **Website :-** www.bgil.in, email :- contact@bgilinfo.com

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2018

Rupees in Lakh

Particulars	Equity share capital	Other equity					Non-Controlling Interest	Total equity attributable to equity holders of the Company
		Reserves and surplus				Other items of other comprehensive income		
		Securities premium reserve	Retained earnings	General reserve	Capital reserve			
Balance as at April 1, 2016	1,584.31	6,254.02	1,557.38	213.70	-	-	59.69	9,669.10
Changes in equity for the year ended March 31, 2017	-	-	-	-	-	-	-	-
Fair value changes on investments (net)	-	-	-	-	-	0.56	-	0.56
Profit for the year	-	-	88.43	-	-	-	0.03	88.46
Balance as at March 31, 2017	**1,584.31**	**6,254.02**	**1,645.81**	**213.70**	**-**	**0.56**	**59.72**	**9,758.12**
Balance as at April 1, 2017	**1,584.31**	**6,254.02**	**1,645.81**	**213.70**	**-**	**0.56**	**59.72**	**9,758.12**
Changes in equity for the year ended March 31, 2018	-	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-	-
Fair value changes on investments (net)	-	-	-	-	-	0.23	-	0.23
Profit for the year	-	-	6.77	-	-	-	(0.05)	6.72
Balance as at March 31, 2018	**1,584.31**	**6,254.02**	**1,652.58**	**213.70**	**-**	**0.79**	**59.67**	**9,765.08**

As per our report of even date

For **SAMPRK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N
sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2018

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

Significant Accounting Policies and Notes to Accounts for the year ended 31st March 2018

1.1 Significant Accounting Policies

1.1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Compliance with Ind AS

These financial statements for the year ended 31st March, 2018 are the first financials with the comparatives, the Company has prepared under Ind AS. For all periods up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements for the year ended 31st March 2017 and the opening Balance Sheet as at 1stApril, 2016 have been restated in accordance with Ind AS for comparative information.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

1) Certain financial assets and liabilities that are measured at fair value;

2) Defined benefit plans - plan assets measured at fair value.

Current and non-current classification

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.1.2 Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences

between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.1.3 Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection and are recorded net of sales return, branch transfer, rebates and trade discounts.

Sales include sale of hardware and software products.

Revenue from rendering of services include movie distribution rights and are recognized based on agreements / arrangements on completed service contract method.

Interest income and rental income are recognized on accrual basis.

1.1.4 Property, Plant and Equipment

Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Upon first-time adoption of Ind AS, the Company has elected to measure all its property, plant and equipment at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April,2016.

1.1.5 Intangible Assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

Estimated useful life by major class of finite-life intangible asset is as follows:

Computer software - 5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

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

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.

Upon first-time adoption of Ind AS, the Company has elected to measure its intangible assets at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1st April, 2016.

1.1.6 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, prior to the commencement of commercial production are capitalized as part of the cost of Assets. A qualifying Asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are treated as period cost and charged to the statement of profit and loss in the year in which it was incurred.

1.1.7 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

1.1.8 Investments

Investments in unquoted equity shares and quoted shares are stated at cost and fair market value respectively.

1.1.9 Inventories

Raw materials and store & spares are valued at lower of Cost and Net Realizable Value.

Work in progress is valued at the cost incurred.

Finished goods are valued at lower of Cost (raw material and appropriate proportion of overheads) and Net Realizable Value.

Goods held for Resale are valued at lower of cost and net realizable value.

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.

Costs of inventories are determined on First in First out ('FIFO') basis in the ordinary course of business.

Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.1.10 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.

1.1.11 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss.

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.1.12 Employee benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and the undiscounted amount of such employee benefits are recognised in Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus etc.

Defined Benefit Plan

Gratuity is provided for based on actuarial valuation carried out at the close of each period. The actuarial valuation is done by an Independent Actuary as per projected unit credit method. For defined benefit plans, the amount recognised as 'Employee benefit expense' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised

immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Defined Contribution Plan

Contributions to defined contribution schemes wherever required by the statute are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

1.1.13 Segment reporting

Identification of segments

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

Allocation of common costs

Common allocable costs are allocated to each segment on reasonable basis.

Unallocated items

Include expenses incurred on common services provided to the segment which are not allocable to any business segment.

Segment policies

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

1.1.14 Cash Flow Statement

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

1.1.15 Earning Per Share

Earnings per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the Weighted Average Number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earnings per share, the Net Profit or Loss for the period attributable to equity shareholders is divided by the Weighted Average Number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

1.1.16 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.1.17 Financial Instruments

A). Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified and measured at

- amortised cost
- Fair value through profit and loss (FVTPL).

Investments in subsidiaries

The Company has accounted for its investments in subsidiaries at cost.

Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

B). Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.1.18 Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

1.2 First-time adoption of Ind AS

The standalone financial statements of Bharatiya Global Infomedia Limited for the financial year ended March, 31, 2018 have been prepared in accordance with Ind AS.

Ind AS 101-First-time Adoption of Indian Accounting Standards requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March 2018 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity).

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Optional exemptions availed

A). Deemed cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipment and Intangible assets as deemed cost as at the transition date.

B). Investments in subsidiaries, joint ventures and associates

The Company has opted Para D14 and D15 and accordingly considered the Previous GAAP carrying amount of Investments as deemed cost as at the transition date.

C). Designation of previously recognised financial instruments

Paragraph D19B of Ind AS 101 gives an option to an entity to designate investments in equity instruments at fair value through other comprehensive income (FVOCI) on the basis of the facts and circumstances at the date of transition to Ind AS. The company has opted to apply this exemption for its investment in equity Investments.

Applicable Mandatory Exceptions

A). Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

- Investment in equity instruments carried at fair value through profit and loss (FVPL) or FVOCI;
- Investment in debt instruments carried at FVPL; and
- Impairment of financial assets based on expected credit loss model.

B) Classification and measurement of financial assets

As required under Ind AS 101, the Company has assessed the classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Transition to Ind AS - Reconciliations

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and hence, Previous GAAP information has been regrouped for ease of reconciliation with Ind AS. For the purpose of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous IGAAP. The Regrouped Previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with Previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet and Statement of Profit and Loss, is set out in Note 1.2.1.

1.2.1 Reconciliations

1.2.1.1 Reconciliation of Equity as previously reported under GAAP to Ind AS

Rupees in Lakhs

Particulars	Note No.	As at 01st April 2016			As at 31st March 2017		
ASSETS		IGAAP	Ind AS adjust-ments	Ind AS	IGAAP	Ind AS adjust-ments	Ind AS
Non-current Assets							
Property, Plant and Equipment		1,145.76	-	1,145.76	1,020.44	-	1,020.44
Capital Work-in-Progress		506.06	-	506.06	522.92	-	522.92
Other Intangible Assets		1,788.82	27.65	1,816.47	1,740.96	27.65	1,768.61
Intangible Assets under Development		2,035.27	-	2,035.27	2,361.37	(0.00)	2,361.37
Goodwill on Consolidation		27.65	(27.65)	-	27.65	(27.65)	-
Financial Assets							
- Investments	A	10.79	-	10.79	5.79	0.56	6.35
- Trade receivables	B	-	1,558.70	1,558.70	-	1,348.08	1,348.08
- Loans		1,206.45	(1,206.45)	-	756.72	(756.72)	-
- Other Financial Assets		-	1,205.40	1,205.40	-	848.22	848.22
Other Non-Current Assets	B	1,698.37	(1,557.64)	140.73	1,459.77	(1,346.97)	112.80
Sub Total Non Current Assets		**8,419.18**	**0.00**	**8,419.18**	**7,895.62**	**93.17**	**7,988.79**
Current Assets							
Inventories		150.05	-	150.05	709.72	0.00	709.72
Financial Assets	C						
- Trade Receivables		1,804.38	-	1,804.38	2,241.66	-	2,241.66
- Cash and Cash Equivalents		66.66	(47.37)	19.29	52.91	(47.38)	5.53
- Bank Balances other than (ii) above		-	47.37	47.37	-	47.37	47.37
- Loans		954.72	(393.63)	561.10	1,011.69	(460.60)	551.09
- Other Financial Assets		-	393.63	393.63	-	375.10	375.10
Other current assets		130.39	-	130.39	152.97	(1.06)	151.91
Sub Total Current Assets		**3,106.19**	**(0.00)**	**3,106.19**	**4,168.95**	**(86.56)**	**4,082.39**
Total Assets		**11,525.37**	**0.00**	**11,525.37**	**12,064.57**	**6.61**	**12,071.17**
EQUITY AND LIABILITIES							
Equity							
Equity Share Capital		1,584.31	-	1,584.31	1,584.31	0.00	1,584.31
Other Equity	D	7,521.33	(0.00)	7,521.33	7,609.21	0.58	7,609.79
Non-controlling Interest		59.69	-	59.69	59.72	0.01	59.72
LIABILITIES							
Non-Current Liabilities	E						
Financial Liabilities							
- Borrowings		-	-	-	-	-	-
- Trade Payables		-	220.17	220.17	-	126.01	126.01
- Other Financial Liabilities		-	-	-	-	-	-
Long Term Provisions		35.11	-	35.11	19.33	-	19.33
Deferred Tax Liabilities (Net)		385.65	-	385.65	384.13	(0.00)	384.13
Other Non-Current Liabilities		220.17	(220.17)	-	126.01	(126.01)	-
Sub Total Non Current Liabilities		**640.93**	**-**	**640.93**	**529.46**	**(0.00)**	**529.46**
Current liabilities							
Financial Liabilities							

- Borrowings		347.71	-	347.71	439.40	0.00	439.40
- Trade payables		1,115.09	-	1,115.09	1,457.94	43.82	1,501.77
- Other Financial Liablities		-	-	-	-	-	-
Other Current Liabilities		228.38	-	228.38	341.28	(37.80)	303.47
Short Term Provisions		27.93	-	27.93	43.24	0.00	43.24
Sub Total Current Liabilities		**1,719.11**	**-**	**1,719.11**	**2,281.86**	**6.02**	**2,287.88**
Total Equity and Liabilities		**11,525.37**	**(0.00)**	**11,525.37**	**12,064.57**	**6.61**	**12,071.17**

1.2.1.2 Reconciliation statement of Profit and Loss as previously reported under GAAP to Ind AS

Rupees in Lakhs

Particulars	Note No.	For the Year Ended 31st March 2017		
		IGAAP	Ind AS Adjustments	Ind AS
Revenue from Operations		4,020.75	7.00	4,027.75
Other Income		12.80	(7.00)	5.80
Total Revenue		**4,033.55**	**0.00**	**4,033.55**
Expenses				
Cost of Material Consumed		-	-	-
Purchases of Stock-in-Trade		3,459.22	0.00	3,459.22
Changes in inventories of finished goods, work-in-progress and stock-in-trade		(49.30)	0.01	(49.30)
Employee benefits expense		176.63	0.00	176.63
Finance Costs		41.45	-	41.45
Depreciation and Amortisation expense		179.31	-	179.31
Other Expenses		145.76	(0.00)	145.76
Total Expenses		**3,953.06**	**0.01**	**3,953.06**
Profit / (Loss) before exceptional items and tax		**80.48**	**(0.01)**	**80.49**
Exceptional Items		(21.16)	-	(21.16)
Profit before tax		**101.64**		**101.65**
Tax Expense				
(1) Current Tax		15.29	-	15.29
(2) Deferred Tax		(1.56)	-	(1.56)
Profit/(loss) for the period		**87.91**	**-**	**87.91**
Other Comprehensive Income				
(A) Items that will not be reclassified to profit or loss		-	-	-
(B) Items that will be reclassified to profit or loss				
Fair value changes on investments (Net)	**F**	-	0.56	0.56
Total Comprehensive Income for the period		**87.91**	**0.56**	**88.47**
Earnings per equity share				
Equity shares of par value Rs. 10 each				
(1) Basic		0.55	0.01	0.56
(2) Diluted		0.55	0.01	0.56

Notes to the Reconciliations:

A Non-current Financial Assets – Investments

Investment in quoted equity shares is valued at fair market value in accordance with Ind AS.

B Non-current Financial Assets – Trade Receivables and Other Non-current Assets

Other non-current assets in previous GAAP is re-classified in accordance with Ind AS into trade receivables and other non-current assets.

C Current Financial Assets – Cash and Cash Equivalents

Current financial assets are re-classified in accordance with Ind AS.

D Other Equity

Adjustments to retained earnings and other comprehensive income have been made in accordance with Ind AS for the above mentioned line items.

E Non-current Liabilities

Non-current liabilities are reclassified in accordance with Ind AS and trade payables are segregated from other non-current liabilities.

F Other Comprehensive Income

Other comprehensive income reflects fair value changes on investments and reclassified in profit and loss account.

BHARATIYA GLOBAL INFOMEDIA LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS
Fixed Assets as at 31st March 2018

Note No. 2
Note No. 2.1 - Property, Plant and Equipment

Rupees in Lakh

Description	Esimated Life (In Years)	GROSS BLOCK				DEPRECIATION BLOCK				NET CARRYING VALUE	
		As at 31st March 2017	Addition	Disposal	As at 31st March 2018	As at 31st March 2017	Depreciation for the period	Adjustment / Written off	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
COMPUTER	3	658.09	-	260.44	397.65	625.19	-	248.07	377.12	20.53	32.90
OFFICE EQUIPMENT	5	125.57	-	-	125.57	113.02	6.96	-	119.98	5.59	12.54
VEHICLE	8	97.49	35.16	27.36	105.29	68.67	10.06	17.27	61.46	43.83	28.82
PLANT & MACHINERY	13	1,037.33	-	462.63	574.70	418.11	88.04	462.63	43.52	531.18	619.21
FURNITURE & FIXTURE	10	202.91	-	-	202.91	123.47	16.84	-	140.31	62.60	79.44
FREEHOLD LAND	60	14.81	-	-	14.81	-	-	-	-	14.81	14.81
OFFICE PREMISES	60	283.36	-	-	283.36	50.65	4.12	-	54.76	228.60	232.71
TOTAL		**2,419.56**	**35.16**	**750.44**	**1,704.28**	**1,399.12**	**126.01**	**727.97**	**797.16**	**907.12**	**1,020.44**
Previous Year		2,413.42	6.14	-	2,419.56	1,267.66	131.46	-	1,399.12	1,020.44	1,145.76

Note No. 2.2 - Other Intangible Assets

Description	Esimated Life (In Years)	GROSS BLOCK				DEPRECIATION BLOCK				NET CARRYING VALUE	
		As at 31st March 2017	Addition	Disposal	As at 31st March 2018	As at 31st March 2017	Depreciation for the period	Adjustment / Written off	As at 31st March 2018	As at 31st March 2018	As at 31st March 2017
SOFTWARES	5	965.94	-	-	965.94	707.28	36.16	-	743.45	222.50	258.66
COPY RIGHT		1,432.31	-	-	1,432.31	-	-	-	-	1,432.31	1,432.31
GOODWILL*		77.65	-	-	77.65	-	-	-	-	77.65	77.65
TOTAL		**2,475.89**	**-**	**-**	**2,475.89**	**707.28**	**36.16**	**-**	**743.45**	**1,732.45**	**1,768.61**
Previous Year		2,475.89	-	-	2,475.89	659.43	47.86	-	707.28	1,768.61	1,816.47
Gross Total		**4,895.45**	**35.16**	**750.44**	**4,180.18**	**2,106.40**	**162.17**	**727.97**	**1,540.60**	**2,639.56**	**2,789.05**
Gross Total (Previous Year)		4,889.31	6.14	-	4,895.45	1,927.09	179.31	-	2,106.40	2,789.05	2,962.23

BHARATIYA GLOBAL INFOMEDIA LIMITED

Notes forming part of the accounts

(All amounts are in Indian Rupees)

Rs. in Lakhs

Particulars	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Note No. 3			
Non-Current Investments			
Investment in Equity Shares - Trade, Unquoted (at cost)			
30000 Shares (P.Y. 30000) of Life Span Insurance Agency Pvt. Ltd.	3.00	3.00	3.00
-In NCDs (Non-Trade, Unquoted) at cost			
500 Units of Religare Securities Limited	-	-	5.00
Investment in Equity Shares - Trade, Quoted (at Fair Value)			
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	3.58	3.35	2.79
Market Value : Rs. 3.68 Lakh (P.Y. 3.35 Lakh)			
Aggregate value of unquoted investments	**3.00**	**3.00**	**8.00**
Aggregate value of quoted investments	**3.58**	**3.35**	**2.79**
	6.57	**6.35**	**10.79**
Note No. 4			
Trade Receivables (Non- Current)			
Unsecured, considered good exceeding one year	**911.78**	**1,348.08**	**1,558.70**
Note No. 5			
Loans (Non-Current Assets)			
Unsecured loan, considered good	**-**	**-**	**-**
Note No. 6			
Other Financial Assets (Non-Current)			
Advances recoverable in cash or in kind	**720.33**	**848.22**	**1,205.40**
Note No. 7			
Other Non-Current Assets			
Others			
(a) Preliminary Expenses /Public Issue Exp.	83.80	111.74	139.67
(b) Security Deposits	1.06	1.06	1.06
	84.86	**112.80**	**140.73**
Note No. 8			
Inventories			
Stock-in-Trade	**2,782.70**	**709.72**	**150.05**
Note No. 9			
Trade Receivables (Current)			
Unsecured, considered good			
(a) Exceeding six month	387.43	490.43	55.28
(a) Not exceeding six month	3,739.78	1,751.23	1,749.10
	4,127.21	**2,241.66**	**1,804.38**
Note No. 10			
Cash and Cash Equivalents			
(a) Balances with scheduled banks			
-In current accounts	41.60	0.44	1.46
(b) Cash-in-Hand (As certified by the management)	3.11	5.09	17.82
	44.71	**5.53**	**19.29**

Note No. 11			
Loans			
Inter-Corporate Deposits	540.00	540.00	550.00
Interest Accrued on Inter Corporate deposits	11.10	11.09	11.10
	551.10	**551.09**	**561.10**
Note No. 12			
Other Financial Assets (Current)			
Advances recoverable in cash or in kind or for value to be received	**482.25**	**375.10**	**393.63**
Note No. 13			
Other Current Assets			
TDS Receivable	108.20	61.30	41.21
MAT Credit	14.46	14.46	22.90
Security Deposits	65.21	61.16	60.55
Interest Accrued but not Due	1.87	2.35	1.55
Staff Advance	8.45	8.47	-
Refund Due	4.18	4.18	4.18
GST Input	196.76	-	-
	399.13	**151.91**	**130.39**
Note No. 14			
Share Capital			
Authorised			
16,500,000 Equity Shares of Rs. 10/- Each	1,650.00	1,650.00	1,650.00
Issued, Subscribed And Fully Paid-Up:			
15,843,111 (Previous year: 15,843,111) Equity Shares of Rs. 10/- each Fully Paid Up	**1,584.31**	**1,584.31**	**1,584.31**

Note No. 14 (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity Shares of Rs. 10 each	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	15,843,111.00	1,584.31	15,843,111.00	1,584.31	15,843,111.00	1,584.31
Shares issued during the year	-	-	-	-	-	-
Shares outstanding at the end of the year	**15,843,111.00**	**1,584.31**	**15,843,111.00**	**1,584.31**	**15,843,111.00**	**1,584.31**

Note No. 14 (b) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March 2018		As at 31st March 2017		As at 01st April 2016	
	Number	% of Holding	Number	% of Holding	Number	% of Holding
Mr. Rakesh Bhatia	2,938,686.00	18.55	2,938,686.00	18.55	2,938,686.00	18.55
Mrs. Arti Bhatia	1,924,937.00	12.15	1,924,937.00	12.15	1,924,937.00	12.15

Note No. 14 (c): Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amonuts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note No. 15	As at 31st March 2018	As at 31st March 2017	As at 01st April 2016
Reserve and Surplus			
(i) Securities premium account			
Opening balance	5,750.26	5,750.26	5,750.26
Add: Addition during the year	-	-	-
	5,750.26	5,750.26	5,750.26
(i) Capital Reserve			
Opening balance	-	-	-
Add: Addition during the year	-	-	-
	-	-	-
(i) General Reserve			
Opening balance	213.70	213.70	213.70
Add: Addition during the year	-	-	-
	213.70	213.70	213.70
(i) Retained Earnings			
Opening balance	1,645.84	1,557.38	1,557.38
Add: Transferred from profit and loss account	6.72	88.46	-
	1,652.56	1,645.84	1,557.38
	7,616.51	**7,609.79**	**7,521.33**
Note No. 16			
Long Term Provisions			
Provision for employee benefits	21.36	19.33	35.11
Note No. 17			
Deferred Tax Liabilities (Net)			
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	389.26	384.13	385.65
Note No. 18			
Borrowings (Current Liabilities)			
Secured Loan			
Bank of Maharastra-Cash Credit	278.90	263.28	283.71
(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 - Mr. Rakesh Bhatia	125.77	94.55	-
Loan From Director - Mrs. Arti Bhatia	63.02	63.02	49.00
Bhatia Investment Pvt. Ltd.	-	-	4.50
Number One Finsec Pvt. Ltd.	-	-	3.75
Grindlay Finman Pvt. Ltd.	18.55	18.55	6.75
	486.24	**439.40**	**347.71**
Note No. 19			
Other Current Liabilities			
Advance from customers	212.23	191.44	115.10
Expenses Payable	96.43	51.01	71.98
Other Liabilities			
-Audit Fee Payable	8.46	7.56	6.87
-Service Tax Payable	19.45	18.24	3.10
- VAT Paybale	23.02	22.74	15.71
-TDS payable	33.85	12.30	15.48
-PF Payable	0.59	0.19	0.15
	394.02	**303.47**	**228.38**
Note No. 20			
Short Term Provisions			
(i) Provisions for income tax	46.26	43.24	27.93

BHARATIYA GLOBAL INFOMEDIA LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in Lakh

Particulars	2017-18	2016-17
Note No. 21		
Revenue From Operations		
(a) Sale of Products	585.89	2,542.16
(b) Sale of Services	2,555.43	1,485.58
(c) Other Operating Revenues	-	-
	3,141.31	**4,027.75**
Note No. 22		
Other Income		
(a) Interest Income	2.22	2.64
(b) Dividend Income	-	-
(c) Rent	2.88	1.68
(c) Other non-operating Income	0.44	1.48
	5.54	**5.80**
Note No. 23		
Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening Stock	80.59	31.29
Less: Closing Stock	(2,153.56)	(80.59)
	(2,072.98)	**(49.30)**
Note No. 24		
Employee Benefits Expense		
(a) Salaries and Wages	144.19	153.29
(b) Contribution to provident and other funds	1.14	0.77
(c) Gratuity	2.03	5.37
(d) Staff welfare	6.59	17.19
	153.95	**176.63**
Note No. 25		
Finance Costs		
(a) Interest	43.05	39.87
(b) Dividend on redeemable preference shares	-	-
(c) Exchange differences regarded as an adjustment to borrowing costs	-	-
(d) Bank charges	1.34	1.58
	44.39	**41.45**
Note No. 26		
Depreciation and Amortisation expense		
Tangible Assets	126.02	131.46
Intangible Assets	36.16	47.86
	162.18	**179.31**

Note No. 27		
Other Expenses		
(a) Conveyance Expenses	1.08	10.93
(b) Interest and Penalties	2.16	0.61
(c) Advertisement Expense	1.48	1.56
(d) AGM Expenses	1.13	0.36
(e) Audit Fees	2.40	1.58
(f) Business Promotion	0.96	4.80
(g) Repair and Maintenance	0.91	2.37
(h) Legal & Professional Charges	7.59	9.32
(i) Postage & courier expenses	0.65	2.93
(j) Printing & stationery	0.47	0.99
(k) Vehicle Running and Maintenance Expense	1.47	2.97
(l) Office Expenses	2.96	11.18
(m) Insurance Expense	1.31	1.36
(n) Project Expenses	11.26	15.25
(o) Priliminary Expenses/Public Issue Expenses written off	27.93	27.93
(p) Rent	1.55	2.33
(q) Communication Expenses	2.19	6.15
(r) Tour & Travelling Expenses	4.49	9.72
(s) Rates & Taxes	4.55	3.93
(t) Loss on Sale of Assets	11.95	-
(u) Electricity Expenses	2.90	5.57
(v) Other Misc. Expense	2.66	23.93
	94.05	**145.76**

28. Contingent Liabilities not provided for:

a. Guarantees given by the company — Rs.61.15Lakhs (Pr. Year 61.15Lacs)

b. Claims against the company — Rs 600 Lakhs (Pr. Year 600 Lacs)

Not acknowledge as debts

c. Non provision of late fee imposed — Rs 3.67 Lakhs (Pr. Year 2.98 Lacs)

U/s 234E of Income Tax Act 1961

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

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

31. Business segment-wise Report (as per the reporting requirements of IND AS-108) (Rs. In Lakhs)

		Current Year	Previous Year
a.	Revenue		
	I.T. Division	3091.31	3477.68
	Media & Entertainment Division	50.00	543.06
	Others	5.54	4.12
	Total	3145.17	4024.86
b.	Profits		
	I.T. Division	55.61	246.29
	Media & Entertainment Division.	0.00	(128.80)
	Others	3.42	4.45
	Total	59.03	121.93
	Less: -Interest/Financial Expenses	44.39	41.45
	Less: - Other Unallocated Expenses	0.00	0.00
	Less: -Extraordinary/Exceptional Items	0.00	(21.19)
	Profit before Tax	14.63	101.67

32. Disclosure as required by Accounting Standard (IND AS-24) "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 Grindlay Finman Pvt. Ltd.

(ii) Key Management Personnel:
Mr. Rakesh Bhatia - Chairman
Mrs. Arti Bhatia - w/o Mr. Rakesh Bhatia
Mr. Gaurav Bhatia - S/o Mr. Rakesh Bhatia
Mr. Sanjay Kapoor - Director
Mr. Kumar Pushkar - Company Secretary
Mr. Sudhir Kumar Singh – CFO

b) Details of Transaction:-	As on 31.03.18 (Rs.)	As on 31.03.17 (Rs.)
(i) Companies where control exists		
Transactions:		
Purchase-BGIL Films & Technologies Ltd	NIL	NIL
Sale - BGIL Films & Technologies Ltd	60, 35,000	2, 75, 73,613
Rent received--BGIL Films & Technologies Ltd	2, 88,000	90,000
Outstanding as at Balance Sheet Date		
Payable- BGIL Films & Technologies Ltd	34, 64,000	36, 32,000
Payable- Grindlay Finman Pvt. Ltd.	18, 55,000	18, 55,000
Receivable- BGIL Films & Technologies Ltd	96, 12,173	88, 46,368
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration-Rakesh Bhatia	21, 31,284	22, 00,008
Directors Remuneration-Sanjay Kapoor	NIL	NIL
Salary - Gaurav Bhatia	8, 50,616	8, 64,000
Salary - Kumar Pushkar	11, 40,165	11, 52,000
Salary - Sudhir Kumar Singh as CFO	6, 00,000	2, 00,000
Loan - Rakesh Bhatia	48, 76,000	99, 08,200
Outstanding as at Balance Sheet Date		
Amount Payable		
-Kumar Pushkar	7, 65,146	2, 83,500
-Rakesh Bhatia	6, 37,502	NIL
-Gaurav Bhatia	11, 85,811	8, 07,127
-Sudhir Kumar Singh (as CFO)	4, 15,179	1, 55,000
-Loan Payable (Rakesh Bhatia)	1, 25, 76,700	94, 55,200
-Loan Payable (Arti Bhatia)	63, 02,000	63, 02,000
Amount Receivable		
-Rakesh Bhatia	NIL	81,661

33. The Company has paid Rs. 21, 31,284/- to the Directors [P.Y. Rs. 22, 00,008/-] as Directors Remuneration.

34. **Initial Public Offer (IPO)**

The utilization schedule of proceeds from IPO till 31.03.2018 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 31st March 2018	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	-
3	IPO Expenses	277.36	312.85	312.85	-
4	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	-
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.

35. The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores and interest of Rs 11.10 Lakhs and are hopeful of recovery of same. However, no provision has been made in the books of account.

36. As per the Income Tax Website, there are Income Tax demands pending against the company but as per the company's records the same are not payable and the company is making efforts to reconcile the same with the Income Tax records. The demand u/s 234E of the Income Tax Act 1961 has not been accounted for amount of Rs. 3, 67,074/- as company prefer to move on appeal.

37. Earnings per share (EPS) –

The Earning per share has been calculated as specified in IND AS 33 on "Earning per Share" Issued by the Institute of Chartered Accountants of India, the related disclosures are as below:

	2017-2018	2016-17
Profit / (Loss) after current and deferred tax (Rs.)	6, 48,576	87, 88,326
Basic / Weighted Average number of Equity Shares Outstanding during the year	1, 58, 43,110	1, 58, 43,110
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earnings per Share	0.04	0.55
Diluted Basic Earnings per Share	0.04	0.55

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

39. There is provision in respect of retirement benefits such as gratuity as per IND AS 19 notified by Ministry of Corporate Affairs has been made as per Actuarial valuation.

40. Lease Terms

Operating Lease:

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

	2017-18	2016-2017
Office/Guest House/ Residential Premises	1.55Lacs	2.32Lacs

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

	2017-18	2016-2017
Office/Guest House/ Residential Premises	1.20Lacs	0.90Lacs

41. 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 2018. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.
42. All known liabilities have been accounted for in books of account.
43. 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/-	sd/-	sd/-
Pankaj Sharma	**Rakesh Bhatia**	**Sanjay Kapoor**
Partner	Chairman cum Mg Director	Director
Membership No.093446	DIN: 00046983	DIN: 00047651
	sd/-	sd/-
Place: New Delhi	**Kumar Pushkar**	**Sudhir Kumar Singh**
Date: 30.05.2018	Company Secretary	CFO
	Membership No.: A25246	

BHARATIYA GLOBAL INFOMEDIA LIMITED

Registered Office: 1301, 13th Floor, 17, Vijaya Building, Connaught Place, New Delhi-110001
CIN: L74999DL1994PLC062967
Phone: +91-120-4227792 Fax: +91-120-4227791
Email ID: contact @bgilinfo.com, website: www.bgil.in

ATTENDANCE SLIP

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

I hereby record my presence at 24th Annual General Meeting of the Company held on Monday, 10th December 2018, 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

Registered Office: 1301, 13th Floor, 17, Vijaya Building, Connaught Place, New Delhi-110001
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 the24rd Annual general meeting of the company, to be held on the 10th December 2018 at 10:00 a.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****	
Ordinary Business		**For**	**Against**
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March 2018		
2.	Re-appointment of Directors		
3.	Appointment of M/s. SAMPRK Associates., Chartered Accountants as Statutory Auditors and fix their remuneration		
Special Business			
4.	Utilization of IPO Proceeds		
5.	To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution U/s 186 of the Companies Act, 2013		
6.	To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution U/s 180 (1) (c) of the Companies Act, 2013		
7.	To consider and if thought fit, to pass with or without modification the following resolution as a special resolution U/s 180 (1) (a) of the Companies Act, 2013		

Signed this_____ day of _____ 2018

Signature of shareholder _____

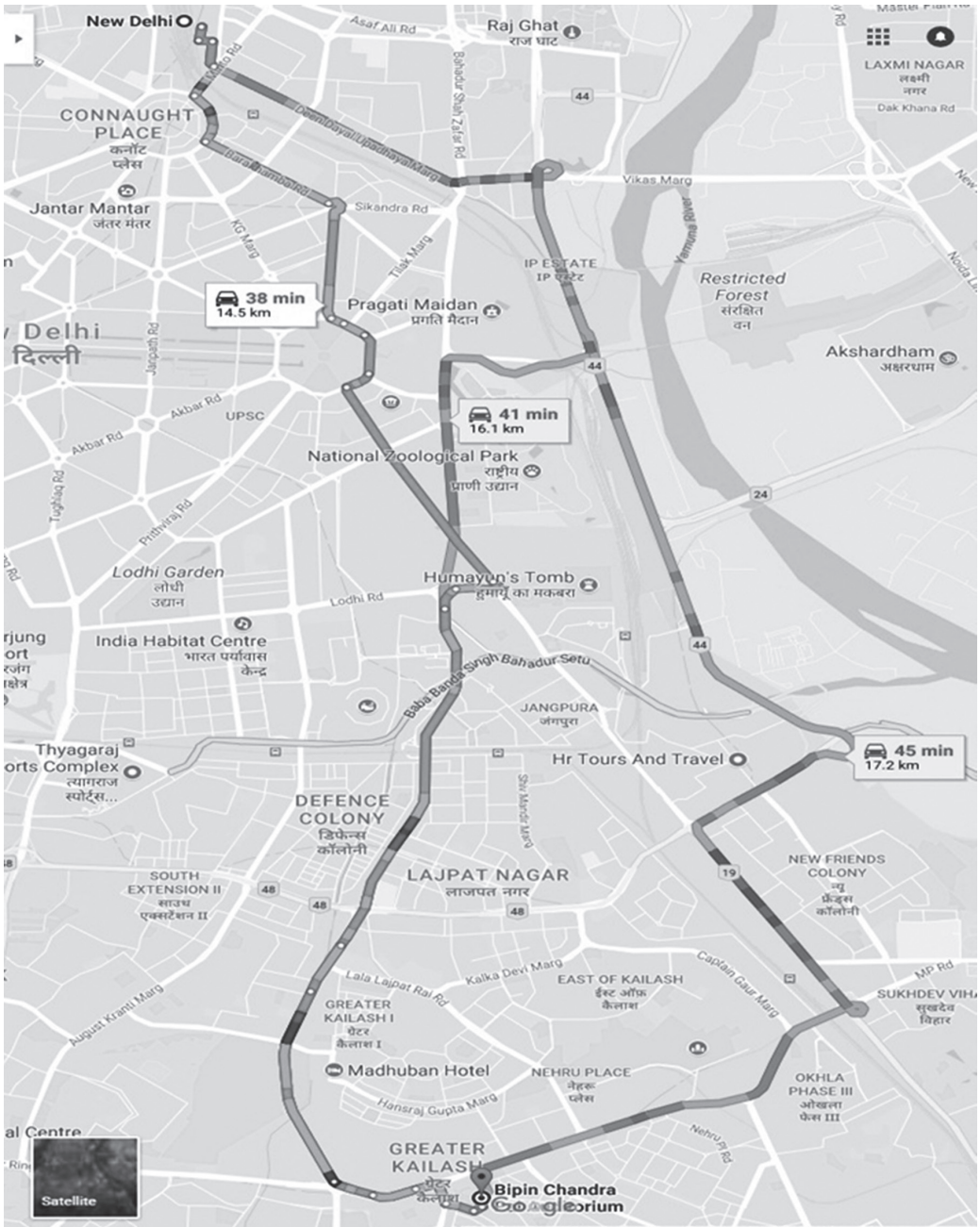
Signature of Proxy holder(s)_____

Affix Revenue

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



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