

21st Annual Report 2014-15

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BHARATIYA GLOBAL INFOMEDIA LIMITED

(An ISO 9001 : 2008 Company)

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia

Chairman & Managing Director

Ms. Arti Bhatia

Mr. Sanjeev Kumar Mittal

Non-Executive Non-Independent Director

Mr. Harjit Singh Anand

Mr. Sanjay Kapoor

Ms. Arti Jain

Independent Director

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500086

CIN No. of the Company
L74999DL1994PLC062967

Company Secretary

Mr. Kumar Pushkar

Vishal Saxena

C.O.O.

Bharti Partha Saha

C.F.O.

AUDITORS

M/s SAMPRK & ASSOCIATES.
Chartered Accountants

INTERNAL AUDITORS

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

BANKERS

Bank of Maharashtra
Yes Bank

CORPORATE OFFICE

B-66, Sector-60,
NOIDA-201301
(U.P.), India.
Tel: 0120-4227792/95
Fax: 0120-4227791
Website: www.bgilinfo.com

REGIONAL OFFICE

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

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Notice

NOTICE is hereby given that the Twentieth First Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held as under:

DAY: TUESDAY

DATE: SEPTEMBER 29, 2015

TIME: 10.15 AM

VENUE: A-81, BIPIN CHANDRA PAL MEMORIAL TRUST

C.R. PARK, NEW DELHI-110019

to transact the following business:

Ordinary Business

1. To Consider and adopt:
 - a) the Audited Standalone Financial Statement of the Company for the Financial year ended March 31, 2015 the Reports of the Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To ratify appoint 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 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

3. 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 revised IPO proceeds as on 31st March, 2015 and 30th June, 2015 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, 2015	Utilization till 30th June, 2015
1.	Setting up our offices	989.60	989.60	774.80	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				
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1025.06	1025.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	597.37	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.

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

Place: Noida

Date : September 1, 2015

Sd/-
Kumar Pushkar
Company Secretary

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 section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
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, we requested you to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.
6. The Registers of Members of the Company will remain closed on 23rd September 2015 to 29th September, 2015 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 September 23, 2014 to September 29, 2014 (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. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.
21. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2013-14 is being sent in the permitted mode.

The instruction for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy[for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e. Commercial Engineers & Body Builders Co Ltd.

- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholders does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: geetanjali@kksinghassociates.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
 - xiii) In case a person has become the Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. **21st September, 2015**, may write to Karvy on the email Id: varghese1@karvy.com or to Mr P. A. Varghese, Contact No. 040-33215424, at [Unit: Commercial Engineers & Body Builders Co 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 **Saturday, the 26th Sept., 2015 at 09.00 AM and ends on Monday, 28th Sept.2015 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, 21st September, 2015**, 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, 21st September, 2015**.
- F. The Company has appointed Ms. Geetanjali Agarwal (C.P. No.13412) Practicing Company Secretaries and Partners, M/s. K.K. Singh & Associates., Company Secretaries, Gurgaon as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later 3 days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman of the Company.
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.cebbco.com) and Service Provider's website (<https://evoting.karvy.com>) and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 under item Nos. 4 accompanying Notice dated September 1st, 2015.

Item No.3

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. Pursuant to the provisions of section 61 of the Companies Act, 2013, the Company shall not vary the terms referred to in the Prospectus except subject to the approval of or except on authority given by the Company in General

meeting. Accordingly the members through Postal ballot dated 15th, March, 2012, approved/ratified the terms referred to in the prospectus dated 16th July, 2011 filed by the Company with Registrar of Companies, NCT Delhi & Haryana, including to vary and/or revise the terms and conditions of the documents/contracts mentioned in the Prospectus, to enter into new documents/ contracts including raising/giving of Inter-Corporate Deposits in connection with the Objects of the IPO, to vary and/or revise the utilization of the IPO proceeds made in pursuance of the said Prospectus and to utilize the proceeds from the IPO for the purposes other than those mentioned in the Prospectus.

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

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

The Actual utilization of revised IPO proceeds till 31st March, 2015 and June 30, 2015 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, 2015	Utilization till 30th June, 2015
1	Setting up our Offices	989.60	989.60	774.80	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	1025.06	1025.06
8	Cash & Escrow Bank Account & Investment ICD			597.37	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.

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

**Place: Noida
Date : September 1, 2015**

**Sd/-
Kumar Pushkar
Company Secretary**

Directors' Report

Dear Shareholders,

Your Directors are happy in presenting the Twentieth First Annual Report together with the audited Standalone & Consolidated financial Statements for the year ended 31st March, 2015.

Financial Results

The Financial results of the Company for the period under review are as summarized below:
(Amount in lacs)

PARTICULARS	FOR THE FINANCIAL YEAR ENDED 31 st March, 2015	FOR THE FINANCIAL YEAR ENDED 31 st March, 2015	FOR THE FINANCIAL YEAR ENDED 31 st March, 2014	FOR THE FINANCIAL YEAR ENDED 31 st March, 2014
	STANDALONE	CONSOLIDATED	STANDALONE	CONSOLIDATED
Income from operations	3651.89	3651.89	4502.23	4507.31
Other Income	25.04	30.97	7.70	11.44
Total Income	3676.93	3682.86	4509.93	4518.76
Total Expenditure	3256.10	3261.60	4058.11	4064.01
Profit before depreciation and interest	420.83	421.26	451.82	454.74
Less: Interest	36.81	36.84	12.27	12.28
Less : Depreciation	577.70	578.00	328.78	329.08
Profit before tax	(193.71)	(193.58)	110.77	113.38
Less: Provision for Taxation	8.93	8.93	22.13	22.62
Less: Deferred Tax	(24.92)	(24.92)	11.76	11.86
Profit after Tax	(177.72)	(177.59)	80.85	82.86
Profit after tax and extra ordinary items	(11.67)	(11.54)	76.85	78.78
Add: Balance at the beginning of the Period	1517.41	1514.42	1440.55	1435.91
Surplus available	1505.74	1502.86	1517.41	1514.42
Amount Transfer to General Reserve	-	-	-	-
Surplus carried to Balance	1505.74	1502.86	1517.41	1514.42

The Board of Directors hereby state that during the financial year ended on 31st March, 2015, Total Consolidated Revenue for the fiscal year 2014-15 was **Rs. 3682.86 Lacs** and Earnings before depreciation, Interest and tax are Rs. 421.26 Lacs due to change in provision of depreciation as per Schedule II of Companies Act 2013 Loss after tax and extraordinary item is Rs. 11.54 Lacs.

YEAR IN RETROSPECT:

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

The Company was under process of investigation as per Securities Exchange Board of India (SEBI) ad interim ex-parte order WTM/PS/IVD/47/12/2011 dated 28th December, 2011. Details submission has been made by the company and has also appeared in personal hearing in front of Ld. Whole Time Member. The proceed from the Initial Public Offer (IPO) of equity shares

have been utilized as follows after taking note of the deviation in utilization of IPO proceeds which were approved by the Shareholders of the company in the Extra Ordinary General Meeting through Postal Ballot for vary and /or revise the terms and conditions of the documents/ contracts and also the utilization of the IPO proceeds as mentioned in the Prospectus. Further SEBI vide its Order Dated May 7, 2013 has revoked the earlier 'ad interim ex-parte' order dated December 28, 2011 with immediate effect in respect of Mrs. Arti Bhatia, Mrs. Jaya Misra, Mr. Sanjay Kapoor, Mr. Harjeet Singh Anand and Mr. Anil Kapoor and as such there is no pending issues of whatsoever nature, in respect of aforesaid Directors of the Company.

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

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

The details of the objectives for IPO and its fund deployment status as on 31.03.2015 and 30th June 2015 as below:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31st March, 2015	Utilization till 30th June, 2015
1	Setting up our Offices	989.60	989.60	774.80	774.80
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
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6	Expansion of R & D	656.73	472.75	455.99	455.99
7	Meeting Long Term Working Capital Requirement	505	1240.87	1025.06	1025.06
8	Cash & Escrow Bank Account & Investment ICD			597.37	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. 5.55 Crores which has been utilized by the Company as per postal ballot resolution earlier passed by the Shareholders of the. Further, The Company has regularly disclosed its utilization of IPO proceeds to the concerned Stock exchanges(s). The management is aggressively perusing the matter to recover the balance amount at earliest.

DIVIDEND:

No dividend is recommended for the year ended March 31st, 2015.

RESERVES:

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

PUBLIC DEPOSITS

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

BOARD & COMMITTEE MEETINGS

The board met 10 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The interval 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.

SECRETARIAL AUDIT

The Board has appointed M/s K.K. SINGH & ASSOCIATES, Company Secretaries to conduct Secretarial Audit pursuant to provision of Section 204 of the Companies Act 2013 for the financial year 2014-2015. The report of the Secretarial Auditor is attached as Annexure-2 to do this report. Observations made in the Secretarial Auditor's Report are self-explanatory and do not call for any comments.

MANAGERIAL REMUNERATION

Information in accordance with the provision of Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration) and other details mentioned in the Balance Sheet. However, as per the provision of Section 136 of the said Act, the reports and accounts are being sent to all the members of the company and others entitled thereto, excluding the aforesaid information. Any members interested in obtaining such particulars may write to the company secretary at the registered office of the company. The said information is available for inspection at the registered office of the company during working hours.

MEETING OF THE BOARD

Five meetings of the Board of Directors of the Company were held during the Financial year.

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 Clause 49 of the Listing Agreement.

STATUTORY AUDITORS

M/s Samprk & Associates, Chartered Accountants, (Firm Registration No. 013022N) New Delhi, are appointed as Statutory Auditors of the Company in place of M/s K. Prasad & Co., Chartered Accountant, (Firm Registration No. 002755N) to hold office from the conclusion of this Annual General Meeting (AGM) to the conclusion of next Twenty-fourth Annual General Meeting. The Company received confirmation that their appointment, if made, would be within the limits prescribed under section 139 of the Companies Act, 2013 and also that they are not otherwise disqualified within the meaning 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.

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

Clause 49 of the Listing Agreement 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 pre-scribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

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.

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 Lacs

Particulars	31.03.2015	31.03.2014
Earning in Foreign Currency :		
Sale of Software (Including exchange rate fluctuation gain)	1,09,86,167	1,49,67,261
Expenditure in Foreign Currency :		
Purchase of Hardware Foreign Travelling	2,08,129	10,45,048

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 (3) (c) of the Companies Act, 2013, Your Directors confirm that:

1. In the preparation of the Annual Accounts, for the financial year ended 31st March, 2015 the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. The Directors had selected the accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of State of Affairs of the Company at the end of the Financial Year and of the profit of the company for the year 2014-2015.
3. The Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts for the financial year ended 31st March 2015, on a Going Concern basis.
5. The Directors, in the case of a listed Company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY

In terms of the requirement of the Companies Act, 2013 the Company has developed and implemented the Risk Management Policy. The Audit Committee and the Board reviews the same periodically.

The company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

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

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of

any women employee. During the year, no complaints were received by the internal committee.

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

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

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

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in financial statement.

EXTRACT OF ANNUAL RETURN

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

PARTICULARS OF EMPLOYEES

There are no employees employed throughout the financial year who were in receipt of remuneration of Rs. 60 Lacs or more or employed for part of the year who were in receipt of remuneration of Rs. 5 lacs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014.

Further the report and the accounts are being sent to the members. In terms of section 136 of the Act, the said annexure is open for inspection at the registered office of the Company. Any Shareholder interested in obtaining a copy of the same may write to the Company Secretary.

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
For Bharatiya Global Infomedia Limited**

**Place: Noida
Date : 31st August 2015**

**Sd/-
Rakesh Bhatia
(Chairman-cum-Manging Director)**

Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON

[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	B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024, Delhi
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare (P) Limited, Karvy Selenium Tower B, Plot No.32-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032. Tel: +91-40-67161510-1512, Fax: +91-40-23001153 E-mail: mailmanager@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Information technologies	-	100%

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 Section
1.	Merit Exports (P) Ltd.	U51311DL2000PTC107661	Subsidiary	81.77%	2(87)

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

i. Category-wise Share-Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	4981122	564833	5545955	35.01	4939623	606334	5545957	35.01	0
b) Central Govt.	0	0	0	0.00	0	0	0	0	0
c) State Govt.(s)	0	0	0	0.00	0	0	0	0	0
d) Bodies Corp	2692149	0	2692149	16.99	2692149	0	2692149	16.99	0
e) Banks / FI	0	0	0	0.00	0	0	0	0	0
f) Any Other	0	0	0	0.00	0	0	0	0	0
Sub-total(A)(1):-	564833	8238104	52.00	7631772	606334	8238106	52.00	0	
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	
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) FIs	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	2257876	15000	2272876	14.35	1627912	15000	1642912	10.37	3.98
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2869842	77035	2946877	18.60	3023186	77785	3100971	19.57	0.97
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2182186	162785	2344971	14.80	2660471	121285	2781756	17.56	2.76
c) Others(Specify)									
(c-i) Clearing Members	19784	0	19784	0.12	32092	0	32092	0.20	0.08
(c-ii) NRI/ OCB	20498	0	20498	0.13	47273	0	47273	0.30	0.17
(c-iii) Trusts	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	7350186	254820	7605006	48.00	7390934	214070	7605004	48.00	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7350186	254820	7605006	48.00	7390934	214070	7605004	48.00	0
C Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0		0
Grand Total									0
(A+B+C)	15023457	819653	15843110	0	15022706	820404	15843110	100	0

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Rakesh Bhatia	2938686	18.55	0	2938686	18.55	0	0
2.	Arti Bhatia	1924544	12.15	0	1924544	12.15	0	0
3.	Number one Finvest (P) Ltd.	686000	4.33	0	686000	4.33	0	0
4.	Rakesh Bhatia (HUF)	540000	3.41	0	540000	3.41	0	0
5.	BGIL Films & Technologies Limited	514295	3.25	0	514295	3.25	0	0
6.	Grindlay Finman (P) Ltd.	500067	3.16	0	500067	3.16	0	0
7.	Number One Finsec (P) Ltd.	499564	3.15	0	499564	3.15	0	0
8.	Bhatia Investment & Finance (P) Ltd.	492223	3.11	0	492223	3.11	0	0
9.	Gaurav Bhatia	77500	0.49	0	77500	0.49	0	0
10.	Santoshi Devi	33333	0.21	0	33333	0.21	0	0
11.	J K Bhatia	24333	0.15	0	24333	0.15	0	0
12.	Abha Singh	2000	0.01	0	-	-	0	0.01
13.	Atul Tomar	500	0.00	0	500	0.00	0	0
14.	B K Bhatia	59	0.00	0	61	0.00	0	0
15.	Kripal Singh	5000	0.03	0	7000	0.04	0	0.01
	Total	8238104	52.00	0	8238106	52.00	0	0

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	8238104	52.00	8238106	52.00
	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	8238106	52.00	8238106	52.00

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured	Deposits	Total
Loans				
Indebtedness				
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not	1,91,15,471	Nil	Nil	1,91,15,471
Total(i+ii+iii)	1,91,15,471	Nil	Nil	1,91,15,471
Change in Indebtedness during the financial year				
- Addition				
- Reduction	86,18,082.25	Nil	Nil	86,18,082.25
Net Change	86,18,082.25	Nil	Nil	86,18,082.25
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not due	2,77,33,553.90	Nil	Nil	2,77,33,553.90
Total (i+ii+iii)	2,77,33,553.90	Nil	Nil	2,77,33,553.90

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	Sanjeev Kr. Mittal	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000	4,44,600	19,44,600
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	Nil	23,400	23,400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
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	Nil	Nil	Nil
6.	Total(A)	15,00,000	4,68,000	19,68,000
	Ceiling as per the Act			

C. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Independent Directors		
	•Fee for attending board committee meetings	35,000	35,000
	•Commission		
	•Others,please specify		
	35,000		
	Total(1)	35,000	35,000
	Other Non-Executive Directors		
	•Fee for attending board committee meetings		
	•Commission		
	•Others,please specify		
	Nil		
	Total(2)	Nil	Nil
	Total(B)=(1+2)	35,000	35,000
	Total Managerial Remuneration	35,000	35,000
	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			Total
		CEO	Company Secretary	CFO	
1.	Grosssalary				
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961		8,45,120	1,00,000	9,45,120
	(b)Valueof perquisitesu/s 17(2)Income-tax Act,1961		44,480	Nil	44,480
	(c)Profitsinlieuof salaryundersection 17(3) Income-tax Act,1961				
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		8,89,600	1,00,000	9,89,600

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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



K. K. SINGH & ASSOCIATES
COMPANY SECRETARIES

Head Office :
 384P, Sector-40, Gurgaon -122003, Haryana, India.
 Ph. : +91-124-4370002, Fax : +91-124-4370002
 Mob. : 9268567252-54.
 E-mail : admin@kksinghassociates.com
 kksinghassociates@gmail.com
 Website : www.kksinghassociates.com

Form No. MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
 The Members,
Bharatiya Global Infomedia Limited,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bharatiya Global Infomedia Limited (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 our verification of the Bharatiya Global Infomedia Limited's books, papers, minute books, forms, returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by Bharatiya Global Infomedia Limited ("The Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contract (Regulation) Act, 1956 (SCRA) and rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; (Limited to the clause 55A of SEBI (Depositories and Participants) Regulations, 1996).
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under; (N.A. during the period under the review).
- 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;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (N.A. during the period under review).
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (N.A. during the period under the review).
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (N.A. during the period under the 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; (N.A. during the period under the review).
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (N.A. during the period under the review).
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (N.A. during the period under the review).

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Which were not in force during the year of the report).
- ii) The Listing Agreements entered into by the Company with the National Stock Exchange and Bombay Stock Exchange Limited (Stock exchange).

During the period under review and as per the explanations and representations made by the management and clarifications given to us, the Company has satisfactorily complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above subject to the following observations:

1. Updation of website in relation to Independent director's appointment terms & conditions, composition of Board of Directors, its committees and policies yet to be made including the meeting of independent Directors.
2. The Company has already appointed CFO u/s 203 of the Companies Act, 2013 vide Board Resolution dated 07.02.2015 but the intimation with ROC in the prescribed form is yet to be filed.
3. ROC filing relating to casual filing done during the year under review were provided to us for verification except MGT-14 regarding approval of Annual accounts and Board Report.
4. As per examination of Minutes of Board and General Meetings, the Company has amended and adopted new set of Articles as per the Companies Act, 2013, but no compliances relating to filing and intimation to the competent authorities has not been done so far.
5. The Minutes Book of meeting of the various Committee i.e., Stakeholder Relationship, Nomination & Remuneration and Risk Management needs to be maintained for the period under review. Minutes of Board meeting has been maintained in loose leaf form, need improvement in accordance with provisions of the Companies Act, 2013
6. As per minutes book, the Board discussed Joint Venture Agreement between BGIL and Somfy India Pvt. Ltd. ROC filing were not provided for our verification.

7. With respect to contravention of some SEBI regulation relating to IPO including the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the company has an adjudication Order from AO (Adjudicating Officer) and Whole Time Member of SEBI which is under sub-judice before SAT (Securities Appellate Tribunal), Mumbai.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. In this regard, we have relied on representation made by the Company and its officers for systems and mechanism formed by the company for the compliances.

We further report that during the audit period the Company had following event which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. i.e. Joint Venture Agreement entered between BGIL and Somfy India Pvt. Ltd. in the period under review.

Place: Gurgaon

Date: 31st August, 2015

For **K. K. Singh & Associates**
Company Secretaries



Sd/-
Geetanjali Aggarwal
Partner
ACS No.: 35328
CP No.:13412

*This report is to be read with our letter of even date which is annexed as 'Annexure A' and it forms an integral part of this report.

'Annexure A'

To,
The Members,
Bharatiya Global Infomedia Limited,

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the Company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws including Service Tax and not gone into that.
5. Wherever required, we have relied on the Management representation and obtained the same about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. 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.

Place: Gurgaon
Date: 31st August, 2015

For **K. K. Singh & Associates**
Company Secretaries

Sd/-
Geetanjali Aggarwal
Partner
ACS No.: 35328
CP No.:13412

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-2015:

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

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
	Gross salary	Rakesh Bhatia	Sanjeev Kr. Mittal	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000	4,44,600	19,44,600
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	23,400	23,400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
	Stock Option	Nil	Nil	Nil
	Sweat Equity	Nil		
	Commission - as % of profit - others, specify...	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total(A)	15,00,000	4,68,000	19,68,000
	Ceiling as per the Act			

Remuneration to other directors:

Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	35,000	35,000
	Total(1)	35,000	35,000
	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	Nil	Nil
	Total(2)	Nil	Nil
	Total(B)=(1+2)	35,000	35,000
	Total Managerial Remuneration	35,000	35,000
	Overall Ceiling as per the Act		

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The ratio of the remuneration of each KMPs to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-2015:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary	Nil	8,45,120	1,00,000	9,45,120
	(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	Nil	44,480		
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	Nil		Nil	44,480
	Stock Option	Nil	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil	Nil
	Commission - as% of profit -others, specify...	Nil	Nil	Nil	Nil
	Others, please specify				
	Total	Nil	8,89,600	1,00,000	9,89,600

(As per Clause 49 of the Listing Agreement)

Management Discussion And Analysis

OVERVIEW

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India as notified under Accounting Standards by Companies (Accounting Standards) Rules, 2006, (as amended). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13 September 2013, issued by the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 1956. 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.

INDIAN INFORMATION & TECHNOLOGY (IT) INDUSTRY & ITS FUTURE

Information technology is playing an important role in India today and has transformed India's image from a slow moving bureaucratic economy to a land of innovative entrepreneurs. The IT sector in India is generating 2.5 million direct employment and a contribution of more than 7.5% to its GDP. India is now one of the biggest IT capitals of the modern world and all the major players in the world IT sector are present in the country. According to NASSCOM, the sector aggregated revenues of US\$147 billion in 2015, where export revenue stood at US\$99 billion and domestic at US\$48 billion, growing by over 13%. Further, India's Prime Minister Narendra Modi has started 'Digital India' project to give IT a secured position inside & outside India. The future of the global technology industry will be shaped by economic forces, and adoption of new technologies.

COMPANY OVERVIEW

BHARATIYA GLOBAL INFOMEDIA LTD (BGIL) is one of the top most company providing turn-key solutions to almost all verticals of most of industries particularly Road & Transportation, Infra & Building, Health & Medical, Defense, Security & Surveillance etc. etc by providing state of art solutions namely:

TRAFFIC ENGINEERING SOLUTIONS	FACILITY MANAGEMENT SOLUTIONS	PERSONNEL MANAGEMENT SOLUTIONS
1. Parking Management System©	1. Visitor Management System	1. Employee Tracking System©
2. Parking Guidance System	2. Canteen Management System©	2. Time-Attendance System
3. Toll Management System©	3. Asset Tracking System©	3. Library Automation & Management System
4. Gate Security System (GSC)	4. Laptop Tracking System	4. Student Tracking/Information System
5. Automatic Vehicle Counter Cum Classifier System	5. File Tracking System	5. Smart School Management System
6. Automatic Number Plate Recognition System©	6. Lighting Management System	6. Fleet Management System
7. Under Vehicle Surveillance System	7. CCTV, Access Control, Perimeter Fencing etc.	7. Pedestrian Access Control System
8. Ticket Dispensing System©	8. Smart Campus	8. Rist-band based Event Mgt System
9. Passenger Information Display System (PIDS)	9. Grain Logistics Solution	
10. E-Challan Solution	10. Container Tracking System	

R & D/ New Products/Solutions

During the current year, the company started consolidating its product range to further strengthen its vertical depth so as to offer various derivatives of existing product range. This endeavor enabled us to design & develop **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 good marketability. Also the company completed the process of its R &D by developing another high-end hardware device known as **‘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 shall 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 etc. Till beginning of the year we had successfully executed projects of high prestige and value like DIMTS, ADOBE (Noida & Bangalore), **ONGC (WIPRO), INSIGNIA & NAFA (Dheeraj Realities), R- Mall (Runwall Group), Altamount (Lodha Group), Infosys, Kochi Airport, Honeywell Automation, Hyatt(Siemens), Cipla(Schneider), Hindustan Uni-Lever (Siemens), D.S. Group(Tyco), DMH, Medanta & Fortis Hospitals, AON-Hweitt, Price Water House** etc etc. The focus shall further be strengthened in the coming year and the company’s business is expected to grow with new relationships as the Company is also looking beyond current strategies to add on new growing segments like Infra and City Surveillance, Smart Cities concepts and Consultants 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 18 Products IPRs registered till date which are as follows:

Product Name	Product Name
BGIL Toll Management Systems	BGIL Parking Guidance System
BGIL Canteen Management System	BGIL Laptop Tracking System
BGIL Ticket Dispensing System	BGIL Intelligent Mast Controller
BGIL Token-Less Two Factor Authentication System	BGIL File Tracking System
BGIL Asset Tracking System	BGIL Visitor Management System
BGIL Employee Tracking System	BGIL Food Court Management System
BGIL Automatic Number Plate Recognition System	BGIL Club Management System
BGIL Parking Management System	BGIL Student Information System
BGIL Smart Campus System	BGIL Library Automation & Management System

OPPORTUNITIES AND THREATS:

India continues to reinforce its position as the only country in the world from where one can do anything and everything. India has continued to maintain its first mover advantage and retained its leadership position in the global sourcing arena with a share of 55 per cent in FY2015 year. India is home to the highest volume of diverse, employable talent in the world. India is expected to churn out nearly 5.8 million graduates and postgraduates in FY2015. BGIL is cognizant of risks and uncertainties which are managed proactively through risk mitigation processes and strategies.

SECURITY AND SAFETY MARKET:

IT services (SD 13 billion) and software products (USD 4 billion) segments are the next fast growing segment at 10 per cent and 12 per cent respectively. IT services is being driven by SMAC-cloud enablement, custom developing application for mobile; with the return of focus on infrastructure projects (largely in later half of 2014), there is an uptick in demand for SI and IT consulting. SMEs are also increasingly. Software products are growing on the back of demand for mobile app development, security software, system software, customer analytics products, etc. According to one estimate, the size of the Security Industry is at around USD 150 billion. As regards to growth, there is a consensus that the Security Industry is growing at 10% - 12% Compound Annual Growth Rate (CAGR). While the security market in the developed and matured market is showing steady growth at 6% - 8%, its showing remarkable growth over 12% - 15% in Asia and Middle East market. According to available research report, the size of the total Indian Security and Safety market is around Rs. 11,000 Crores and is expected to grow at an average rate of 25% p.a. Out of this, the share of electronic security solutions market is estimated at 4,800 cores.

A. PERFORMANCE AND OUTLOOK:

BGIL's reported record consolidated revenue of Rs. 3682.86 Lac during the year 2014-15 as

against revenue of Rs. 4518.76 Lac for the 2013-14 representing a year on year (YOY).

Net consolidated Loss during the year 2014-15 were Rs 11.54 Lac as against net profit of Rs.78.51 Lac in the year 2013-14. The basic earnings per share (based on consolidated financial statement) during the year 2014-15 was Rs. -0.07 per share as against Rs.0.50 per share in 2013-14 of face value of Rs. 10 each.

Cash and bank balance, including bank deposits, debt mutual funds as of March 31, 2015 was Rs. 86.25 Lac against Rs.66.22 Lac as of March 31, 2014. Increase was mainly on cash generated from operations as offset by mainly cash used for purchase of fixed assets and payment of dividends.

The consolidated shareholder's funds as at March 31, 2015 amount to Rs.9067.42 Lac

BGIL is well positioned to leverage the following factors which are key to its differentiated strategy for growth in the marketplace.

A. RISK AND MANAGEMENT PERCEPTION

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

B. INTERNAL CONTROL SYSTEM:

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

C. INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT

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

D. STATUTORY COMPLIANCE

As the Company is proposing new initiatives, therefore, the management is in the process to comply all statutory requirements of the Companies Act, 2013 and other applicable laws, Rules & Regulations. The company has always strived towards compliance of all statutory requirements.

E. FINANCIAL MANAGEMENT

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

Report on Corporate Governance

Clause 49 of the Listing Agreement with the Indian Stock Exchanges stipulates the norms and disclosure standards that have to be followed on the Corporate Governance front by Listed Indian Companies.

I. Company's philosophy on corporate governance

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

Bharatiya Global Infomedia Limited has maintained the highest standards of Corporate Governance Principles and best practices by adopting the ways by which Company can achieve leading position in the field of IT.

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

The company will continue to focus its resources, strengths and strategies to achieve its vision, of becoming truly global IT Company, while consciously taking all such actions as may be necessary in order to achieve its goal of value creation, safety in all process and operations, good governance and clause 49 of the Listing Agreement with the Stock Exchanges. maximization of shareholder's wealth. The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under clause 49 of the Listing Agreement with the Stock Exchanges.

II. Board of Directors

2.1 Composition and category of Directors:

The Board of Directors of the Company comprises Six Directors, which includes a Managing Director i.e. Mr. Rakesh Bhatia. Two non-executive non- Independent Director and Three Independent Director. No Director is related 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 composition of the Board of Directors of the Company is given below:

Name	Designation	Independent/Non Independent	No. of Directorships in other public companies.	No. of committee positions held in other public companies
Rakesh Bhatia	Chairman cum managing Director	Non-Independent	1	2
Sanjeev Kumar Mittal	Director	Non-Independent	Nil	-
Arti Bhatia	Director	Non-Independent	1	-
Harjit Singh Anand	Director	Independent	1	3
Sanjay kapoor	Director	Independent	Nil	-
Arti jain	Director	Independent	1	-

1.2 Dates of Board Meetings held during the financial year 2014-2015

S. No.	Date of Meetings
1	14th August 2014
2	29th August 2014
3	14th November 2014
4	07th February 2015
5	30th May, 2015

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

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

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2014-2015 was as follows:

Directors	Number of board Meetings		Whether attended last AGM held on 29th September 2014
	Held	Attended	
Mr. Rakesh Bhatia	05	05	Yes
Mr. Sanjeev Kumar Mittal	05	02	Yes
Ms. Arti Bhatia	05	05	Yes
Mr. Harjit Singh Anand	05	03	No
Mr. Sanjay Kapoor	05	05	Yes
Ms. Arti Jain	05	05	Yes

III. Committees of the Board

A. Audit Committee

- i. The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the Stock Exchanges read with Section 177(1) of the Companies Act, 2013.
- ii. The Audit Committee of the Company performs the following functions:
 - Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommending the appointment/removal of external auditor, fixation of audit fees and approval for payment for any other services.
 - Reviewing with management the annual financial statements before submission to the board for approval with particular reference to:
 - Matters that needs to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (5) of the Section 134 of the Companies Act, 2013.
 - Change, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on exercise of judgment by the management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Any qualification in the draft audit report.
 - Reviewing with the management, the quarterly/ annual financial statement before submission to the Board for approval.
 - Reviewing with the management, performance of the statutory and internal auditors, and adequacy of the internal control system.
 - Reviewing the adequacy of internal audit function, if any, including the structure of Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussions to ascertain any area of concern.
 - Looking into the reasons for substantial defaults in payment to the depositors debenture holders, shareholders (in case of non-payment of declared dividend) and creditors.
 - Reviewing the functioning of Whistle Blower mechanism.
 - Approval of appointment of CFO (i.e. the person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
 - Reviewing compliances as regards the Company's Whistle Blower Policy.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- iv. The previous Annual General Meeting of the Company was held on 29th September, 2014 and was attended by Ms. Arti Jain Chairman of the Audit Committee.
- v. The composition of the Audit Committee and the details of meetings attended by the members are given below:

Name	Category	No. of Meetings Held during the year	
		Held	Attended
Sanjay Kapoor	Independent/ Non-Executive		4
Mrs. Arti Jain*	Independent/ Non-Executive		4
Mr. Harjeet Singh Anand	Independent/ Non-Executive		3
Mr. Sanjeev Kumar Mittal	Independent/ Executive		2
Mr. Rakesh Bhatia	Independent/ Executive		4

* Mr. Sanjay Kapoor is appointed as Chairman of the Committee w.e.f. 07th February, 2015 in place of Ms. Arti Jain.

- vi. All members of the Audit Committee have accounting and financial management Knowledge. Mr. Sanjay Kapoor is the Qualified Chartered Accountant and the Chairman of the Audit Committee.
- vii. During the year, the Audit Committee met 4 times respectively on 14th August 2015, 14th November 14, 7th February 2015, 30th May 2015 and the necessary quorum was present at the meetings.

B. Nomination and Compensation Committee

Setting up of a nomination and Compensation Committee for determining a Company's policy on remuneration packages for Executive Directors constitutes a non-mandatory provision of Clause 49. The Committee discusses human resources policies such as compensation and performance management. The Remuneration Committee was renamed as Compensation Committee by the Board of Directors.

The Committee consists of the following members: Ms. Arti Jain, Mr. Harjit Singh Anand and Mr. Sanjay Kapoor. The Committee determined the following:

- i. The Committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-time Directors and to deal with all elements of remuneration package of all such Directors.
- ii. The broad terms of reference of the Remuneration Committee are as under:
 - To decide/approve the annual remuneration plan of the Company;
 - To decide/approve the elements of remuneration package payable to the Executive Director(s) and senior managerial executives;
 - To oversee the implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines.
 - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.
- iii. Meeting and attendance during the year 2015:

Name	Category	No. of Meetings Held during the year	
		Held	Attended
Mr. Harjeet Singh Anand	Independent/ Non-Executive	2	4
Mr. Sanjay Kapoor	Independent/ Non-Executive	2	4
Ms. Arti Jain	Independent/ Non-Executive	2	4

* Mr. Sanjay Kapoor is appointed as Chairman of the Committee w.e.f. 07th February, 2015 in place of Mrs. Arti Jain.

- iv. Details of remuneration paid/ payable to Directors for Financial Year 2014-2015 are as follows

Name	Shareholding	Salary & Perquisites	Commission	Sitting Fees	Total
Mr. Rakesh Bhatia	2926254		N.A.	N.A.	
Mr. Sanjeev Kumar Mittal	30,000		N.A.	N.A.	

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

S. No.	Name Of Directors	Shareholding(No. of Shares)
1	Ms. Arti Bhatia	1924544
2	Mr. Harjit Singh Anand	1000
3	Mr. Sanjay Kapoor	45652
4	Ms. Arti Jain	Nil

- vi. The Company Secretary of the Company acts as Secretary to the Committee. There was One (1) meeting held till March 31, 2014.

C. Women's Grievance/Sexual Harassment Committee

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

This committee comprises of three (3) members consisting of 2 female Directors to ensure that the process of addressing the grievance is expedited.

Composition of Committee:

S. No.	No. of Directors
1.	Ms. Arti Jain
2.	Mrs. Arti Bhatia
3.	Ms. Bharthi Saha
4.	Ms. Lalita Kataith

D. Shareholders/ Investors Transfer and Grievance Committee

i. Scope of Shareholders Transfer and Grievances Committee's activities

The Shareholders Committee was renamed as Stakeholders Relationship / Shareholders Committee by the Board of Directors. The Administrative/Shareholders & Investors Grievance Committee is responsible for resolving investor's complaints pertaining to share transfers, non-receipt of annual reports, Dividend payments, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc.

In addition to above, this Committee is also empowered to oversee administrative matters like opening / closure of Company's Bank accounts, grant and revocation of general, specific and banking powers of attorney, consider and approve allotment of equity shares pursuant to exercise of stock options, setting up branch offices and other administrative matters as delegated by Board from time to time.

The Chairman of the Committee is an independent non-executive director.

The Administrative and Shareholders Grievance Committee met five times in the financial year 2013-14, the Shareholders Grievance Committee, reviews once in 15 days the investor complaints and redressal of shareholders queries.

ii. Composition, Meetings and Attendance of Committee:

Name	Category	No. of Meetings Held during the year	
		Held	Attended
Mr. Rakesh Bhatia	Non-Independent	4	4
Ms. Arti Jain	Independent	4	4
Mr. Sanjeev Kumar Mittal	Non-Independent	4	4

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

iii. Details of investor complaints received and redressed during the year 2014-15 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	0	0	Nil

iv. Company Secretary and Compliance Officer:

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

IV. General Body Meetings

i. Details of Annual General Meetings

Details	Date	Time	Venue
19th Annual General Meeting, 2012-13	December 24, 2013 Tuesday	1.00 P.M.	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019
20th Annual General Meeting, 2013-14	September 29, 2015 Monday	2.45 P.M.	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019
21st Annual General Meeting	September 29, 2014 Tuesday	10.15 A.M.	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019

ii. Details of Extraordinary General Meetings

No Extraordinary General Meeting was conducted during the year.

iii. Details of Postal Ballot

No Postal Ballot was conducted during the year.

V. Disclosures

Materially significant related party transaction that may have potential conflict of Interests of Company at large:

During the year 2013-14 there is no materially significant related party transactions of the Company i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Attention of Members is drawn to the disclosures of transactions with related parties set out in Notes to Financial Statements, forming part of the Annual Report.

➤ **Whistle Blower Policy**

With a view to establish a mechanism for protecting the employees reporting unethical behaviour, fraud, violation of Company's Code of Conduct, the Board of Directors has adopted a Whistle Blower Policy. During the year 2014-15, no personnel has been denied access to the Audit Committee.

➤ **Policy to Prevent Sexual Harassment at the work place:**

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited both by law and by the Godrej group. The Company has formed an Internal Complaints Committee headed by Ms. T. A. Dubash, Executive Director & Chief Brand Officer, pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. While the Act is applicable only to the women employees, our Company policy would be covering all employees and all premises of the Company in India.

➤ **Details of Non-compliance:**

There has not been any non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets.

➤ **Declaration by Chairman & Managing Director:**

The declaration by the Managing Director stating that all the Board Members and senior management personnel have affirmed their compliance with the laid down code of conduct for the year ended March 31, 2015, is annexed to the Corporate Governance Report.

VI. Subsidiary Companies

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

VII. Means of Communication

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

VIII. General Shareholder Information

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

Date of Annual General Meeting	September 29, 2015
Time of AGM	10.15 A.M
Venue of AGM	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
Financial Year	April, 2014-March, 2015(12 Months)
Listing Fees	The Company has paid the Annual Listing Fess to the BSE and NSE for the Financial Year 2014-2015.
Date of Book Closure	23rd September to 29th September
Listing on Stock Exchanges	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (East), Mumbai 400 051. & BSE Limited 25th Floor, P. J. Towers, Dalal Street Mumbai 400 001.
ISIN Number	INE224M01013
NSE symbol & BSE symbol	Bglobal
Registered office	B-13, L.G.F Amar Colony, Lajpat Nagar-IV, New Delhi-110024.
Corporate office	B-66, Sector 60, Noida, Uttar Pradesh-201301
Registrar and Share Transfer Agent (R&T Agents)	KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.

Shareholding Pattern:

The Shareholding pattern of the Company as on 31March, 2015 was as under:

S. No.	Category of Shareholder	No. of Shares	% Shareholding
(A)	Shareholding of Promoters and Promoter Group	8238106	52.00%
	1) Indian	-	-
	2) Foreign		
Total Promoters Shareholding (a)			

(B)	Public Shareholding		52.00%
	1. Institutions		
	• Mutual Funds/UTI	-	-
	2. Non-Institutional Investor	1722277	13.03%
	• Body Corporate, Clearing member/NRI/OCB	5882727	34.95
	• Individual	7605004	48.00%
Total Public Shareholding (b)		15843110	100%
Total (a) + (b)			

Dematerialization of shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on

Both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Status as on March 31, 2015:

Electronic/ Physical	No. of Shares	% of total Shareholding
Held in Dematerialized form in NSDL	1,15,45,720	72.88%
Held in Dematerialized form in CDSL	34,77,737	21.95%
Physical	8,19,653	05.17%
Total	1,58,43,110	100%

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

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

Investor Correspondence:

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

Mr. Kumar Pushkar

Company Secretary & Compliance Officer

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

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

E-mail : kumar.pushkar@bgilinfo.com

Certificate Pursuant To Clause 49(V) Of The Listing Agreement

To

The Board of Directors

Bharatiya Global Infomedia Limited

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

- (a) I have reviewed financial statements and the cash flow statement for the financial year (Nine Months) ended March 31, 2015 and that to the best of my knowledge and belief:
 - i. these financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These financial statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) Further, I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company.
- (d) I have disclosed to the auditors and the Audit Committee, wherever applicable:
 - i. Deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have taken or propose to take to rectify these deficiencies.
 - ii. Significant changes in internal control over financial reporting during the year.
 - iii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iv. Instances of significant fraud of which we have become aware and the involvement therein; if any, of the management or an employee having a significant role in the company's internal control system.

For Bharatiya Global Infomedia Limited

Sd/-

Rakesh Bhatia

Chairman & Managing Director

Place: Noida

Date : 1st September, 2015

Code of Conduct Declaration

To

The Members of Bharatiya Global Infomedia Limited

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board Members and Senior Management Personnel of the Company, for the financial year ended on March 31, 2015.

For Bharatiya Global Infomedia Limited

Sd/-

**Rakesh Bhatia
Chairman & Managing Director**

Place: Noida

Date : 1st September, 2015

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 ("the Company")**, which comprise the Balance Sheet as at March 31, 2015, the statement of Profit and loss accounts, the Cash Flow Statement for Year ended, and a summary of 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 preparation and presentation of these standalone financial statements that give a true and fair view of financial position, financial performance and Cash Flows of the company in accordance with the accounting principles generally accepted in India including the Accounting Standard specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The responsibility also includes maintenance of adequate accounting records in accordance with the provision of Act for safeguarding the Assets of the Company and for preventing and detecting frauds and other regularities: selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting standard, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision 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 Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing 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 financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation of the financial statement that give a true and fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the

operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Director, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 on 31st March 2015, its Profit and Loss Account and its Cash Flow Statement for the year ended on that date subject to *non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.50 crores along with accrued interest, thereby increasing the profit by the same amount as further detailed in note no.35 of notes on accounts, non-provisions of amount of penalty imposed by SEBI of Rs 6 crores as further detailed in note no .34, non-provision of amount of interest on loan taken from LIC against Keyman Insurance Policy as further detailed in note no. 39, non-provision for diminution in value of quoted investment amounting to Rs0.62 Lacs thereby increasing the profit by the same amount as further detailed in note no. 40 and confirmation & reconciliation of some of the accounts as further detailed in note no. 29 of the notes on accounts*

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matter specified in paragraphs 3 and 4 of the order to the extent applicable.
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 purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement Account dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - e) On the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matter 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 give to us:

- 1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements
- 2) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- 3) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

For S A M P R K & ASSOCIATES
Chartered Accountants
Firm Registration No. 013022N

CA. Pankaj Sharma
Partner
Membership No. 093446

Place: New Delhi
Dated: 30/05/2015

Annexure to the Independent Auditors' Report

Annexure referred to in paragraph "Report on other Legal and Regulatory Requirements" of our report of even date

- (i) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
 - (b) As explained to us, fixed assets have been physically verified by the management during the year in accordance with the phased programme of verification adopted by the management which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventory:

As explained to us, the inventories have been physically verified at regular intervals by the Management.

 - a) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
 - b) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of stocks as compared to book records.
- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
 - (a) According to the information and explanations given to us, the Company has granted loan to a subsidiary company listed in the register maintained under Section 189 of the Companies Act, 2013. The maximum amount outstanding during the year was Rs 2,09,10,554 (Previous Rs 1,84,00,000 Nil)

- (i) The principal amounts are not received regularly. No interest has been received.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our Audit, we have not observed any major weakness or continuing failure to correct major weaknesses in internal control system.
- (v) The company has not received any public deposits during the year.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
- (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities though there has been long delay in few cases.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2015 for a period of more than six months from the date they became payable.
- (c) According to the records of the company, the dues outstanding of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess on account of any disputes, are as follows:-

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 220(2)	119522	AY 2011-12	
Delhi Value Added Tax, 2004	On line demand	237807	-	

- (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise as at 31st March, 2015, the Company has been registered for less than 5 years; hence, clause 3(vii)(c) of the Order is not applicable to it.
- (viii) The company does not have the accumulated losses at the end of financial year. The company has not incurred any Cash losses during the financial covered by our Audit and the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.

- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xi) The company has not obtained any term loan during the year, so this para of order is not applicable.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For S A M P R K & ASSOCIATES
Chartered Accountants
Firm Registration No. 013022N

CA. Pankaj Sharma
Partner
Membership No. 093446

Place: New Delhi
Dated: 30/05/2015

BHARATIYA GLOBAL INFOMEDIA LTD
Balance Sheet as at 31 March 2015
 (All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2015	As at 31 March 2014
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	158,431,110
Reserves and Surplus	3	746,969,155	748,136,641
		905,400,265	906,567,751
Non-Current liabilities			
Long Term Borrowings	4	-	-
Deferred Tax Liabilities	5	32,734,355	35,226,335
Other Long Term Liabilities	6	13,466,535	7,217,664
Long-Term Provisions	7	3,258,095	3,005,125
Current liabilities			
Short-Term Borrowings	8	27,733,553	20,165,105
Other Current Liabilities	9	68,937,393	147,297,339
Short-Term Provisions	10	980,178	2,583,879
		147,110,109	215,495,447
		1,052,510,375	1,122,063,198
Assets			
Non-current assets			
Fixed assets	11		
Tangible assets	11.1	129,027,317	170,017,508
Intangible assets	11.2	111,387,400	114,486,054
Capital WIP			
Tangible assets		-	-
Intangible assets		69,901,724	69,901,724
		310,316,442	354,405,286
Investments	12	31,570,017	31,570,017
Trade Receivables	13	102,290,691	137,692,534
Long-term loans and advances	14	154,397,115	149,783,588
Other Non Current Assets	15	48,204,801	19,554,045
		336,462,624	338,600,184
Current assets			
Inventory		41,772,699	44,566,515
Trade Receivables	16	263,047,101	251,711,633
Cash and Cash Equivalents	17	8,035,509	5,884,913
Short-Term Loans and Advances	18	83,952,180	115,470,306
Other Current Assets	19	8,923,821	11,424,361
		405,731,309	429,057,728
		1,052,510,375	1,122,063,198
Significant accounting policies and notes to the financial statements	1-45		

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 : 30.05.2015

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

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

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

Sd/-
Sanjay Kapoor
 Director
 DIN 00047651

Sd/-
Bharti Partha Saha
 CFO

BHARATIYA GLOBAL INFOMEDIA LTD
Statement of Profit & Loss for the period from 01st April 2014 to 31st March 2015
(All amounts are in Indian rupees)

Particulars	Note	For the period ended 31 March 2015	For the period ended 31 March 2014
Revenue from Operations	20	365,189,228	450,223,264
Other income	21	2,504,243	769,549
Increase/Decrease in Stock	22	(2,801,966)	36,876,472
Total revenue		364,891,505	487,869,285
Expenses			
Purchases		242,987,692	399,857,614
Employee benefits expenses	23	17,176,042	16,454,640
Other expenses	24	62,645,100	26,375,009
Finance cost	25	3,683,894	1,226,810
Depreciation	26	57,770,010	32,878,004
Total expenses		384,262,738	476,792,077
Profit before tax		(19,371,233)	11,077,208
Tax expense			
Current income tax		892,877	2,213,230
Mat Credit		-	(397,302)
Deferred tax charge		(2,491,980)	1,176,409
Profit after tax		(17,772,130)	8,084,871
Depreciation Retained Earning Effect		(15,675,384)	-
Prior Period/Extraordinary Items		(929,259)	399,527
Profit after tax and Extraordinary Items		(1,167,487)	7,685,344
Balance at the beginning of the period		151,741,237	144,055,892
Surplus Available		150,573,751	151,741,236
Amount Transfer to General Reserve		-	-
Surplus Carried Forward to Balance Sheet		150,573,751	151,741,236
Earnings per equity share (par value Re. 10 per share)			
- Basic		(0.07)	0.49
- Diluted		(0.07)	0.49
[Earnings per equity share expressed in absolute amount in Indian Rupees]			

Significant accounting policies and notes to the financial statements 1-45

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

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

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

Sd/-
Sanjay Kapoor
Director
DIN 00047651

Place: New Delhi
Date : 30.05.2015

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

Sd/-
Bharti Partha Saha
CFO

Bharatiya Global Infomedia Ltd
Cash Flow Statement

DESCRIPTIONS	AS AT 31.03.2015	AS AT 31.03.2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(19,371,233)	11,077,208
Add :		
Depreciation	57,770,010	32,878,004
Loss On Sale Of Fixed Assets/Investment	-	30,533
Other Income	1,909,690	-
Interest Earned	(386,541)	(263,655)
Provision for Gratuity	252,970	574,613
Operating Profit before Working Capital changes	40,174,896	44,296,703
Adjustments for :		
Change in Trade Receivables	24,066,375	(115,088,826)
Change in Loans & Advances	26,904,599	(6,464,212)
Change in Current Liabilities	(72,111,075)	135,972,758
Changes in Other Current Assets	(23,356,400)	(16,763,983)
Cash Generated from Operations	(44,496,500)	(2,344,263)
Direct Taxes Paid (net of refunds)	(2,506,048)	(1,620,564)
Extra ordinary /prior period items preliminary	929,259	(399,527)
Mat Credit	-	397,303
Net Cash Flow from Operating Activities	(5,898,392)	40,329,652
B CASH FLOW FROM INVESTING ACTIVITIES		
Investments Purchased	-	(15,741,000)
Purchase of Fixed Assets (Net)	(67,500)	(21,811,706)
Sale of Fixed Assets	161,500	595,507
Sale of Investment	-	1,581,513
Change in Capital WIP	-	(26,258,478)
Interest Earned	386,541	263,655
Net Cash Flow/(Used) in Investing Activities	480,541	(61,370,509)
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase (Decrease) in short term borrowing	7,568,448	18,770,896
Net Cash Flow from Financing Activities	7,568,448	18,770,896
Net Increase in Cash & Cash Equivalent (A+B+C)	2,150,596	(2,269,962)
	2,150,596	(2,269,962)
Cash and Cash Equivalent at the beginning of the year	5,884,913	8,154,875
Cash and Cash Equivalent at the end of the year	8,035,509	5,884,913

CHECK

Note:

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

Auditor's Report

As per our report attached.

For **SAMPRK & ASSOCIATES**

Chartered Accountants

Firm Registration No.: 013022N

Sd/-

Pankaj Sharma

Partner

Membership No.: 093446

Place: New Delhi

Date : 30.05.2015

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

Sd/-

Rakesh Bhattia

Chairman cum Mg. Director

DIN : 00046983

Sd/-

Kumar Pushkar

(Company Secretary)

Membership No.: A25246

Sd/-

Sanjay Kapoor

Director

DIN 00047651

Sd/-

Bharti Partha Saha

CFO

NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

NOTE -1 “Significant Accounting Policies”

1. Accounting Convention

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis. The financial statements are prepared under the historical cost convention as a going concern, and are consistent with generally accepted accounting principles in India and relevant Companies Act 2013 including accounting standards notified therein, except otherwise stated.

2. Use of Estimates

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

3. Revenue Recognition

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

4. Fixed Assets

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

5. Investment

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

6. Depreciation

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

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

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

7. Inventory

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

8. Retirement benefits

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

9. Borrowing Cost

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

10. Foreign Exchange Transaction

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

11. Taxation

- Current Tax – Provision is made for Income Tax is determined as the amount of tax payable in respect of taxable income for the year after taking into account the allowances, disallowances and exemptions available under the Income Tax Act, 1961.
- Deferred Tax – Deferred tax is recognized on timing differences between the accounting income and the taxable income that originate in one period and are

capable of reversal in one or more periods and qualified using the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax asset is recognized and carried forward to the extent there is reasonable certainty that future taxable income will be available, against which such deferred tax asset can be realized.

12. Impairment of Assets

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

13. Intangible Assets

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

14. Miscellaneous Expenditure

Miscellaneous expenditure is amortized over a period of 10 years.

15. Provisions, Contingent Liabilities and Contingent Assets

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

BHARATIYA GLOBAL INFOMEDIA LIMITED
Notes forming part of the accounts
(All amounts are in Indian Rupees)

Note 2.1 : Share capital	As at 31 March 2015	As at 31 March 2014
Authorised		
16500000 Equity Shares of Rs. 10/- Each (Last Year : 16500000 Equity Shares of Rs. 10/-each Fully Paid Up)	165,000,000	165,000,000
	<u>165,000,000</u>	<u>165,000,000</u>
Issued, subscribed and fully paid-up:		
15843111 Equity Shares of Rs. 10/- each Fully Paid Up (Last Year : 15843111 Equity Shares of Rs. 10/-each Fully Paid Up)	158,431,110	158,431,110
	<u>158,431,110</u>	<u>158,431,110</u>

Note 2.2 : Reconciliation of Number of Shares Outstanding	As at 31 March 2015		As at 31 March 2014	
Particulars	Equity Shares		Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	15,843,111	158,431,110	15,843,111	158,431,110
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
At the end of the year	<u>15,843,111</u>	<u>158,431,110</u>	<u>15,843,111</u>	<u>158,431,110</u>

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

Name of the shareholder	Number of shares as at 31 March 2015	Number of shares as at 31st March 2014
Rakesh Bhatia	2,938,686	2,938,686
Arti Bhatia	1,924,937	1,924,937

Note 2.4 : Terms/rights attached to equity shares

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

Note 3: Reserve and Surplus

	As at 31 March 2015	As at 31st March 2014
Note 3.1: Securities premium account		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	<u>575,025,690</u>	<u>575,025,690</u>
Note 3.2 :General Reserve		
General Reserve	21,369,715	21,369,715
	<u>21,369,715</u>	<u>21,369,715</u>
Note 3.3 Profit and Loss Account		
Opening balance	151,741,237	144,055,892
Add: Transferred from Profit and Loss Account	(1,167,487)	7,685,344
	<u>150,573,750</u>	<u>151,741,236</u>
	<u>746,969,155</u>	<u>748,136,641</u>
Note 4: Long-term borrowings		
Unsecured Loan	-	-
	<u>-</u>	<u>-</u>

Note 5: Deferred Tax Liability (Net)

Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	32,812,523	36,420,704
	-	
	-	
On Account of MAT Liability	-	(1,016,814)
On account of Unpaid retirement benefits	(78,168)	(177,555)
	-	
Net Deferred Tax Liabilities	32,734,355	35,226,335

Note 6: Long Term Liabilities

Advance From Customer	2,045,399	5,629,142
Sundry Creditors	11,421,136	1,588,522
	13,466,535	7,217,664

Note 7: Long Term Provisions

- Provision for Gratuity	3,258,095	3,005,125
	3,258,095	3,005,125

Note 8 : Short Term Borrowing

Secured Loan

Bank of Maharashtra-Cash Credit	27,733,553	19,115,472
(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.)	-	-
	-	-
LIC Keyman	-	1,049,633
	27,733,553	20,165,105

Note 9: Other current liabilities

Sundry Creditors	59,554,591	141,743,381
Advance from Customer	3,437,371	1,448,369
Expenses Payable	3,170,014	1,664,461
Other payables-	-	
-Audit Fee Payable	521,822	458,282
-Service Tax Payable	974,647	1,429,308
- VAT Payable	954,774	40,094
-Other Liabilities	-	3,301
-TDS payable	313,133	505,148
-PF Payable	11,042	4,995
	68,937,393	147,297,339

Note 10: Short term provisions

-Provision for Income Tax	980,178	2,583,879
	980,178	2,583,879

BHARATIYA GLOBAL INFOMEDIA LIMITED

Note 11: Fixed Assets
Notes 11.1 Tangible Assets

Particulars	Gross Block			Depreciation Block			Net Block		
	As on 01.04.2014	Additions	Sale/ Adjustment	31.03.2015	As on 01.04.2014	For the period	31.03.2015	WDV as on 31.03.2015	WDV as on 31.03.2014
Computer	65,809,276			65,809,276	36,458,651	23,016,908	59,475,559	6,333,717	29,350,625
Furniture & Fixtures	19,845,149	47,000		19,892,149	4,141,613	2,981,130	8,239,753	11,652,396	15,703,536
Vehicles	9,749,093			9,749,093	4,424,430	928,371	5,481,438	4,267,655	5,324,663
Plant & Machinery	103,732,839			103,732,839	18,041,573	7,923,284	25,964,857	77,767,982	85,691,266
Office Equipments	12,321,548	20,500		12,342,048	2,132,726	4,368,714	6,705,492	5,636,556	10,188,822
Office Premises	25,656,917			25,656,917	1,898,321	389,585	2,287,906	23,369,011	23,758,596
Total	237,114,822	67,500	-	237,182,322	67,097,314	39,607,992	108,155,005	129,027,317	170,017,508
Notes 11.2 Intangible Assets									
Particulars									
	As on 01.04.2014	Additions	Sale/ Adjustment	31.03.2015	As on 01.04.2014	For the period	31.03.2015	WDV as on 31.03.2015	WDV as on 31.03.2014
Softwares	137,828,688	-	41,234,610	96,594,078	86,171,419	18,162,018	48,035,463	48,558,615	51,657,269
Copy Right	57,828,785	-	-	57,828,785	-	-	-	57,828,785	57,828,785
Goodwill	5,000,000	-	-	5,000,000	-	-	-	5,000,000	5,000,000
Total	200,657,473	-	41,234,610	159,422,863	86,171,419	18,162,018	48,035,463	111,387,400	114,486,054
Grand Total	437,772,295	67,500	41,234,610	396,605,185	153,268,733	57,770,010	156,190,467	240,414,718	284,503,562

Note 12: Non-Current Investments

Investment in Equity Shares - Trade, Unquoted (at cost)

- in subsidiary Companies		
73825 Equity Shares (P.Y. 73825) of Merit Exports (P) Ltd	30,791,000	30,791,000
Investment in Equity Shares - Trade, Quoted (at cost)		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	279,017	279,017
Market Value Rs. 217064.25/-		
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Aggregate value of unquoted investments	31,291,000	31,291,000
Aggregate value of quoted investments	279,017	279,017
	31,570,017	31,570,017

Note 13: Trade Receivables (Non- Current)

Unsecured

-Debts outstanding for more than one year	102,290,691	137,692,534
	102,290,691	137,692,534

Note 14: Long-term loans and advances (unsecured, considered good)

Security Deposits	-	40,000
Advance to Subsidiary -Merit Export Pvt Ltd	-	-
Advance to Supplier	35,572,394	32,766,531
Advance for Capital Assest	118,824,721	100,080,207
Other Advances	-	16,896,850
	154,397,115	149,783,588

Note 15: Other Non Current Assets

WIP Movies and softwares	31,444,191	-
Preliminary Expenses /Public Issue Exp.	16,760,610	19,554,045
	48,204,801	19,554,045

Note 16: Trade Receivables (Current)

Unsecured

a) Debts outstanding for more than six months		
- Considered good	127,185,491	26,257,314
b) Other debts		
- Considered good	135,861,610	225,454,319
	263,047,101	251,711,633

Note 17: Cash and Cash Equivalents

Cash in hand (As certified by the management)	2,669,853	729,955
Balances with scheduled banks:		
- in current accounts	5,365,656	5,154,958
	8,035,509	5,884,913

Note 18: Short-term loans and advances (unsecured, considered good)

Advances recoverable in cash or in kind or for value to be received	6,932,036	39,960,716
Inter Corporate deposits	55,000,000	56,000,000
Advance to Subsidiary	20,910,554	18,400,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	83,952,180	115,470,306

Note 19: Other current assets

TDS Receivable	524,121	2,025,957
MAT Credit	1,016,814	1,016,814
Security Deposits	6,027,595	6,196,700
Interest Accrued but not Due	899,632	643,409
Input Vat Credit	38,049	-
WCT	-	7,990
Staff Advance	-	1,115,679
Prepaid Insurance	-	49,203
Refund Due	417,610	368,609
	8,923,821	11,424,361

BHARATIYA GLOBAL INFOMEDIA LTD.
Notes forming part of the accounts
 (All amounts are in Indian Rupees)

Particulars	For the year ended 31 March 2015	For the year ended 31 March 2014
Note 20: Revenue from Operations		
Income from Information Technologies/Services (including export sales)	272,393,208	442,167,864
Income from Media	92,796,020	8,055,400
	<u>365,189,228</u>	<u>450,223,264</u>
Note 21: Other Income		
Income from Investment & Finance		
Interest Income	386,541	263,655
Profit on sale of Investment	-	415,894
Other Income	1,909,690	-
Foreign Exchange Gain	88,012	
Rent	120,000	90,000
	<u>2,504,243</u>	<u>769,549</u>
Note 22: Increase/Decrease in stock		
Closing Stock	41,772,699	44,566,515
Opening Stock	44,574,665	7,690,043
	<u>(2,801,966)</u>	<u>36,876,472</u>
Note 23: Employee benefits expenses		
Salaries and wages	11,259,778	9,245,666
Director Remuneration	1,968,000	2,178,000
Staff welfare	3,655,097	4,424,501
Employer Contribution to EPF	40,197	31,860
Gratuity	252,970	574,613
	<u>17,176,042</u>	<u>16,454,640</u>
Note 24: Other expenses		
Advertisement	260,025	150,780
AGM / EGM & Board Meeting Expenses	65,550	48,590
Audit fees	150,000	100,000
Books & Periodicals	-	190,813
Annual Listing fee	282,328	
Brokerage & Commission	-	13,100
Building Repair & Maintenance	188,015	2,500
Business Promotion	2,641,258	2,114,079
Cartage & Freight	19,663	28,257
Cleaning Expenses	185,333	174,730
Communication Expenses	1,938,915	1,533,190
Computer Repair & Maint	30,050	51,798
Conveyance Expense	1,234,695	1,274,291
Cost of Movie Sold	38,014,685	7,206,850
Custom Fee	-	152,629
Director Fee	35,000	15,000
Discount Allowed	19,295	89,422
Donation	4,200	10,000
Electricity	637,072	582,391
Fees and subscription	113,973	32,100
Festivity expenses	251,937	370,752
Folio Maintenance	30,000	25,000
Foreign Exchange Fluctuation Loss	-	32,147
Foreign Travelling	-	-
Generator Expense	360,781	432,072
Handling Fee	-	2,120
Insurance	253,578	419,967
Interest & Penalties	430,046	34,275
Legal Expenses	199,700	
professional Expenses	397,962	465,656

Loss on sale of fixed assets	1,900,229	446,427
Miscellaneous Expenses	802,201	224,837
Office Expenses	2,478,535	2,227,621
Other Material Consumed	-	17,408
Packing Expense	-	1,500
Postage & Courier	107,612	133,900
Preliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
Printing and stationery	1,353,152	1,281,907
Project Expenses	1,420,992	224,106
Rates and taxes	-	4,285
Recruitment Expenses	-	5,500
Rent	719,000	683,700
Repairs and maintenance	305,885	411,049
Script Expenses	-	40,000
Society Fee	265,296	366,621
Tour & Travelling	1,562,398	1,252,713
Vehicle Running & Maintenance	854,868	390,583
Watch & Ward Expenses	300,387	284,000
Water Expenses	37,050	32,908
	62,645,100	26,375,009
Note 25: Finance cost	-	-
Bank charges	167,684	145,150
Interest expense	-	-
- on others	3,516,210	1,081,660
	3,683,894	1,226,810
Note 26: Depreciation		
Tangible Assets	39,607,992	16,106,178
Intangible Assets	18,162,018	16,771,826
	57,770,010	32,878,004

27. Estimated amount of contract remaining to be executed on capital account and not provided for NIL (Previous Year Rs NIL/-)
28. Contingent Liabilities not provided for :
- a. Guarantees given by the company Rs. 60.28 Lacs (Pr. Year 59.88 Lacs)
- b. Claims against the company not acknowledge as debts Rs 600 lacs (Pr. Year 600 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 AS-17) (Rs. In Lacs)

a. Revenue	Current Year	Previous Year
I.T. Division	2723.93	4421.68
Media & Entertainment Division	927.96	80.55
Others	25.04	07.70
Total	3676.94	4509.93
b. Profits		
I.T. Division	-468.97	350.59
Media & Entertainment Division.	286.66	-235.25
Others	25.04	07.70
Total	-156.87	123.04
Less: Unallocable expenses	36.84	12.27
Profit Before Tax	-193.71	110.77

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

- a) Name of Related Parties & description of relationship:
- (i) Related Parties where control exists: M/s BGIL Films & Technologies Ltd.
M/s Merit Exports Pvt. Ltd – subsidiary company
- (ii) Key Management Personnel: Rakesh Bhatia – Chairman
Arti Bhatia- w/o Mr. Rakesh Bhatia
Gaurav Bhatia- S/o Mr. Rakesh Bhatia
Sanjeev Mittal - Director
Kumar Pushkar-Company Secretary
Bharti Partha Saha - CFO
Sanjay Kapoor - Director
Arti Jain - Director

b) Details of Transaction:-	As on 31.03.15 (Rs.)	As on 31.03.14 (Rs.)
(i) Companies where control exists		
Transactions:		
Purchase	NIL	31,50,000
Rent received	1,20,000	90,000
Rent paid	1,74,000	130,500
Outstanding as at Balance Sheet Date		
Payables	NIL	NIL
Receivable	2,09,46,054	1,84,00,000
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration	19,68,000	21,93,000
Salary	17,09,600	12,88,800
Director fee	35,000	15,000
Outstanding as at Balance Sheet Date		
Amount Payable	12,28,031	6,06,077
Amount Receivable	40,702	NIL

33. The Company has paid Rs. 19,68,000/- to the Directors [P.Y. Rs. 21,93,000/-] as Directors Remuneration.

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

The utilization schedule of proceeds from IPO till 31.03.2015 is as under: (Rs. In Lacs)

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31st March 2015	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	774.80	214.80
2	Repayment of RBS Loan	269.72	293.12	293.12	0.00
3	IPO Expenses	277.36	312.85	312.85	0.00
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	0.00
6	Expansion of R & D	656.73	472.75	455.99	16.76
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1025.06	215.81
8.	Cash & Escrow Bank Account & Investment ICD			597.37	
	Total	5553.08	5553.08	5553.08	597.37

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. 5.50 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.

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

37. Earnings per share (EPS) –

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

	2014-2015	2013-2014
Profit / (Loss) after current and deferred tax (Rs.)	(11,67,487)	76,85,344
Basic / Weighted Average number of Equity Shares Outstanding during the year	15843111	15843111
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earning per Share	(0.07)	0.49
Diluted Basic Earning per Share	(0.07)	0.49

	Current Year	Previous Year
	(Rs.)	(Rs.)
38. Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service	1,09,86,167	1,49,67,261
(Including exchange rate fluctuation gain)		
Expenditure in Foreign Currency:		
Purchase of Hardware	2,08,129	10,45,048

39. No provision for interest on loan taken from LIC against Keyman Insurance Policy has been made till date and the same will be adjusted with the final maturity value.

40. No provision has been made for diminution in the value of investment as in the opinion of management, the diminution in the value of quoted investments amounting to Rs. 0.62 lacs is temporary in nature.

41. Lease Terms

Operating Lease:

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

	2014-2015	2013-2014
Office/Guest House/ Residential Premises	7.19 Lacs	6.84 Lacs

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

	2014-2015	2013-2014
Office/Guest House/ Residential Premises	1.20 Lacs	4.65 Lacs

42. 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 2015. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.
43. Rs. 1,56,75,384 has been considered as retained earning effect impact of change in depreciation on the basis of useful life of the assets as per schedule II of companies Act 2013.
44. All known liabilities have been accounted for in books of account.
45. 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**
Chartered Accountants
Firm Registration No.: 013022N

Sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2015

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/-
Bharti Partha Saha
CFO

Independent Auditor's Report

To The Members of

BHARATIYA GLOBAL INFOMEDIA LIMITED

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of **Bharatiya Global Infomedia Limited ("the Company")**, which comprise the Balance Sheet as at March 31, 2015, the statement of Profit and loss accounts, the Cash Flow Statement for Year ended, and a summary of 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 preparation and presentation of these consolidated financial statements that give a true and fair view of financial position, financial performance and Cash Flows of the company in accordance with the accounting principles generally accepted in India including the Accounting Standard specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The responsibility also includes maintenance of adequate accounting records in accordance with the provision of Act for safeguarding the Assets of the Company and for preventing and detecting frauds and other regularities: selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting standard, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provision 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 Rules made there under.

We have conducted our audit in accordance with the Standards on Auditing 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 financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal control relevant to the Company's preparation of the financial statement that give a true and fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the

operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Director, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as on 31st March 2015, its Profit and Loss Account and its Cash Flow Statement for the year ended on that date subject to *non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.50 crores along with accrued interest, thereby increasing the profit by the same amount as further detailed in note no.37 of notes on accounts, non-provisions of amount of penalty imposed by SEBI of Rs 6 crores as further detailed in note no .36, non-provision of amount of interest on loan taken from LIC against Keyman Insurance Policy as further detailed in note no. 41, non-provision for diminution in value of quoted investment amounting to Rs0.62 Lacs thereby increasing the profit by the same amount as further detailed in note no. 42 and confirmation & reconciliation of some of the accounts as further detailed in note no. 31 of the notes on accounts.*

Other Matter

The accompanying consolidated financial statement include total assets of Rs 5,49,20,916/- as on 31st March, 2015, total revenue (including other income) of Rs 7,67,000/-, net profit after current and deferred tax of Rs 12,875/- and net cash flow of Rs (1,47,618/-) for the period ended on 31st March, 2015 in respect of the subsidiary company, which we did not audit, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to aforesaid subsidiary, is based solely on the report of such auditor

Our opinion on the consolidated financial statement, and our report on other Legal and Regulatory requirements, is not modified in respect of the matters with respect to our reliance on the work done and the report of the other auditors and financial statement and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

3. As required by the Companies (Auditor's Report) Order 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matter specified in paragraphs 3 and 4 of the order to the extent applicable.
4. As required by Section 143(3) of the Act, we report 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;

- 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 consolidated Balance Sheet, consolidated Statement of Profit and Loss and Cash Flow Statement Account dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2015 taken on record by the Board of Directors of the Holding Company, none of the directors of Holding is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matter 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 give to us:
 - 1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements
 - 2) The group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - 3) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

For S A M P R K & ASSOCIATES
Chartered Accountants
Firm Registration No. 013022N

CA. Pankaj Sharma
Partner
Membership No. 093446

Place: New Delhi
Dated: 30/05/2015

BHARATIYA GLOBAL INFOMEDIA LTD
Consolidated Balance Sheet as at 31st March 2015
(All amounts are in Indian rupees)

Particulars	Note	As at	As at
		31st March 2015	31st March 2014
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	158,431,110
Reserves and Surplus	3	<u>748,310,890</u>	<u>748,309,791</u>
		906,742,000	906,740,901
Share Application Money Pending Allotment		400,000	-
Non-Current liabilities			
Long Term Borrowings	4	-	-
Minority Interest	5	4,558,277	4,553,397
Deferred Tax Liabilities	6	32,736,280	35,226,335
Other Long Term Liabilities	7	13,466,535	7,217,664
Long-Term Provisions	8	3,258,095	3,005,125
Current liabilities			
Short-Term Borrowings	9	27,733,553	20,165,105
Other Current Liabilities	10	70,933,641	147,492,614
Short-Term Provisions	11	<u>980,178</u>	<u>2,633,546</u>
		99,647,372	170,291,264
		1,060,808,559	1,127,034,685
Assets			
Non-current assets			
Fixed assets	12		
Tangible assets	12.1	131,249,472	172,269,720
Intangible assets	12.2	111,387,400	114,486,054
Capital WIP			
Tangible assets		43,136,330	38,283,920
Intangible assets		<u>69,901,724</u>	<u>69,901,724</u>
		355,674,926	394,941,418
Investments			
Goodwill on Consolidation	13	1,079,017	1,079,017
Trade Receivables	14	2,764,812	2,759,296
Long-term loans and advances	15	102,290,691	137,692,534
Other Non Current Assets	16	163,591,703	158,978,176
	17	<u>48,204,801</u>	<u>19,554,045</u>
		317,931,024	320,063,069
Current assets			
Inventory		41,772,699	44,566,515
Trade Receivables	18	263,246,001	251,910,533
Cash and Cash Equivalents	19	8,625,382	6,622,403
Short-Term Loans and Advances	20	64,198,626	97,070,306
Other Current Assets	21	<u>9,359,901</u>	<u>11,860,441</u>
		387,202,609	412,030,198
		1,060,808,559	1,127,034,685
Significant accounting policies and notes to the financial statements	1-47		

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

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

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

Sd/-
Sanjay Kapoor
Director
DIN 00047651

Place: New Delhi
Date : 30.05.2015

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

Sd/-
Bharti Partha Saha
CFO

BHARATIYA GLOBAL INFOMEDIA LTD

Statement of Consolidated Profit & Loss Account for the period ended 31st March 2015
(All amounts are in Indian rupees)

Particulars	Note	For the year ended 31st March 2015	For the year ended 31st March 2014
Revenue from Operations	22	365,189,228	450,731,264
Other income	23	3,097,243	1,144,349
Increase/Decrease in Stock	24	(2,801,966)	36,876,472
Total revenue		365,484,505	488,752,085
Expenses			
Purchase Including Freight		242,987,692	399,857,614
Employee benefits expenses	25	17,765,969	16,815,424
Other expenses	26	62,604,538	26,604,890
Finance cost	27	3,684,097	1,228,233
Depreciation	28	57,800,067	32,908,061
Total expenses		384,842,363	477,414,222
Profit before tax		(19,357,858)	11,337,863
Tax expense			
Current income tax		892,877	2,262,897
MAT Credit		-	(397,302)
Deferred tax charge		(2,491,980)	1,186,294
Profit after tax		(17,758,755)	8,285,974
Depreciation Retained Earning Effect		(15,675,384)	-
Prior Period/Extraordinary Items		(929,259)	407,487
Profit after tax and Extraordinary Items		(1,154,112)	7,878,487
Share of Profit (Loss) transferred to Minority Interest		1,790	27,953
Profit after tax, Minority Interest and Extraordinary Items		(1,155,901)	7,850,534
Balance at the beginning of the period		151,442,017	143,591,483
Surplus Available		150,286,116	151,442,017
Surplus Carried Forward to Balance Sheet		150,286,116	151,442,017
Earnings per equity share (par value Re. 10 per share)			
- Basic		(0.07)	0.50
- Diluted		(0.07)	0.50
[Earnings per equity share expressed in absolute amount in Indian Rupees]			
Significant accounting policies and notes to the financial statements	1-47		

As per our report of even date
For **SAMPK & ASSOCIATES**
Chartered Accountants
Firm Registration No.: 013022N

Sd/-
Pankaj Sharma
Partner
Membership No.: 093446

Place: New Delhi
Date : 30.05.2015

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

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

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(Company Secretary)
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Sd/-
Sanjay Kapoor
Director
DIN 00047651

Sd/-
Bharti Partha Saha
CFO

BHARATIYA GLOBAL INFOMEDIA LTD
CONSOLIDATED CASH FLOW STATEMENT

DESCRIPTIONS	AS AT 31.03.2015	AS AT 31.03.2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(19,357,858)	11,337,863
Add :		
Depreciation	57,800,067	32,908,061
Loss/ (Profit) on Sale of Fixed Assets/Investment	-	30,533
Other Income	1,900,229	-
Income from Investing Activities	(386,541)	(263,655)
Provision for Gratuity	252,970	574,613
Operating Profit before Working Capital changes	40,208,867	44,587,415
Adjustments for working capital changes		
Change in Trade Receivables	24,066,376	(115,287,727)
Change in Loans & Advances	28,258,153	(2,666,885)
Change in Current Liabilities	(70,310,101)	136,127,033
Changes in Current Assets	(23,356,400)	(17,181,764)
Transfer to Goodwill	(5,516)	1,414,409
Transfer to Minority Interest	4,880	3,142,869
Cash Generated from Operations	(1,133,741)	50,135,349
Direct Taxes Paid (Net of refunds)	(2,500,561)	(1,620,564)
Extra ordinary /Prior period items	2,089,022	(407,487)
Goodwill on Consolidation/Minority Interest	-	(29,878)
Mat Credit	-	397,302
Net Cash Flow from Operating Activities	(1,545,280)	48,474,722
B CASH FLOW FROM INVESTING ACTIVITIES		
Sale / (Purchase) of Investment	-	1,581,513
Purchase of Fixed Assets	(67,500)	(21,811,706)
Sale of Fixed Assets	151,500	595,507
Capital WIP	(4,852,410)	(44,491,374)
Interest Earned	348,221	263,655
Net Cash Flow/(Used) in Investing Activities	(4,420,189)	(63,862,405)
C CASH FLOW FROM FINANCING ACTIVITIES		
Share Application Money	400,000	(5,720,000)
Increase in Short term borrowings	7,568,448	18,770,896
Net Cash Flow from Financing Activities	7,968,448	13,050,896
Net Increase in Cash & Cash Equivalent (A+B+C)	2,002,979	(2,336,787)
	2,002,979	(2,336,787)
Cash and Cash Equivalent at the beginning of the year	6,622,403	8,959,190
Cash and Cash Equivalent at the end of the year	8,625,382	6,622,403

Note :

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

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

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

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

Sd/-
Sanjay Kapoor
Director
DIN 00047651

Place: New Delhi
Date : 30.05.2015

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

Sd/-
Bharti Partha Saha
CFO

Notes Annexed To And Forming Part Of The Accounts

NOTE -1 “Significant Accounting Policies”

1. Accounting Convention

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis. The financial statements are prepared under the historical cost convention as a going concern, and are consistent with generally accepted accounting principles in India and relevant Companies Act 2013 including accounting standards notified therein, except otherwise stated.

2. Use of Estimates

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

3. Revenue Recognition

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

4. Fixed Assets

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

5. Investment

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

6. Depreciation

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

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

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

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

7. Inventory

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

8. Retirement benefits

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

9. Borrowing Cost

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

10. Foreign Exchange Transaction

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

11. Taxation

- a) Current Tax – Provision is made for Income Tax is determined as the amount of tax payable in respect of taxable income for the year after taking into account the allowances, disallowances and exemptions available under the Income Tax Act, 1961.

- b) **Deferred Tax** – Deferred tax is recognized on timing differences between the accounting income and the taxable income that originate in one period and are capable of reversal in one or more periods and qualified using the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax asset is recognized and carried forward to the extent there is reasonable certainty that future taxable income will be available, against which such deferred tax asset can be realized.

12. Impairment of Assets

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

13. Intangible Assets

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

14. Miscellaneous Expenditure

Miscellaneous expenditure is amortized over a period of 10 years.

15. Provisions, Contingent Liabilities and Contingent Assets

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

BHARATIYA GLOBAL INFOMEDIA LIMITED
Consolidated Notes forming part of the accounts
(All amounts are in Indian Rupees)

Note 2: Share capital	As at 31st March 2015	As at 31st March 2014
Authorised		
16500000 Equity Shares of Rs. 10/- Each (Last Year : 16500000 Equity Shares of Rs. 10/-each Fully Paid Up)	165,000,000	165,000,000
Issued, subscribed and fully paid-up:		
15843111 Equity Shares of Rs. 10/- each Fully Paid Up (Last Year : 15843111 Equity Shares of Rs. 10/-each Fully Paid Up)	158,431,110	158,431,110
	<u>158,431,110</u>	<u>158,431,110</u>

Note 2(a) : Reconciliation of Number of Shares Outstanding Particulars	As at 31st March 2015 Equity Shares		As at 31st March 2014 Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	15,843,111	158,431,110	15,843,111	158,431,110
Issued during the year	-	-	-	-
Bought back during the year	-	-	-	-
At the end of the year	<u>15,843,111</u>	<u>158,431,110</u>	<u>15,843,111</u>	<u>158,431,110</u>

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

Name of the shareholder	Number of shares as at 31st March 2015	Number of shares as at 31st March 2014
Rakesh Bhatia	2,938,686	2,938,686
Arti Bhatia	1,924,937	1,924,937

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

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

Note 3: Reserve and surplus	As at 31st March 2015	As at 31st March 2014
Note 3.1: Securities premium account		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	<u>575,025,690</u>	<u>575,025,690</u>
Note 3.2 :General Reserve		
Opening balance	21,369,715	21,369,715
	<u>21,369,715</u>	<u>21,369,715</u>
Note 3.3 Profit and Loss Account		
Opening balance	151,914,386	144,063,852
Add: Transferred from Profit and Loss Account	(1,155,901)	7,850,534
Add: Prior Period Items	1,157,000	-
	<u>151,915,485</u>	<u>151,914,386</u>
	<u>748,310,890</u>	<u>748,309,791</u>
Note 4: Long-term borrowings		
Unsecured loans	-	-
	<u>-</u>	<u>-</u>
Note 5: Minority Interest		
Current Year	4,558,277	4,553,397
	<u>4,558,277</u>	<u>4,553,397</u>

Note 6: Deferred Tax Liability (Net)**Deferred Tax Liability**

Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	32,814,448	36,420,704
On account of MAT Credit		(1,016,814)
Provision for gratuity	(78,168)	(177,555)
	<u>32,736,280</u>	<u>35,226,335</u>
Deferred Tax Assets	-	-
- on account of Tax Depreciation		
Net Deferred Tax Liabilities	32,736,280	35,226,335

Note 7: Long Term Liabilities

Advance From Customer	2,045,399	5,629,142
Sundry Creditors	11,421,136	1,588,522
	<u>13,466,535</u>	<u>7,217,664</u>

Note 8: Long Term Provisions

- Provision for Gratuity	3,258,095	3,005,125
	<u>3,258,095</u>	<u>3,005,125</u>

Note 9: Short-term borrowings**Secured Loan**

Bank of Maharashtra-Cash Credit (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.)	27733553	19,115,472
LIC Keyman_Loan	0	1049633
	<u>27,733,553</u>	<u>20,165,105</u>

Note 10: Other current liabilities

Sundry Creditors	61,386,591	141,743,381
Advance from Customer	3,437,371	1,448,369
Expenses Payable	3,258,128	-
Other payables-	-	-
-Audit Fee Payable	544,322	473,282
-Service Tax Payable	974,647	1,429,308
- VAT Payable	954,774	40,094
-Other Liabilities	49,667	47,036
-TDS payable	317,100	509,115
-PF Payable	11,042	4995
-Salary Payable	-	1,407,257
-Director remuneration Payable	-	389,777
	<u>70,933,641</u>	<u>147,492,614</u>

Note 11: Short term provisions

-Provision for Income Tax	980,178	2,633,546
	<u>980,178</u>	<u>2,633,546</u>

BHARATIYA GLOBAL INFOMEDIA LIMITED

Note 12: Consolidated Fixed Assets

Note 12.1: Tangible Assets

Particulars	As on 01.04.2014		Gross Block Additions		Sale/ Adjustment	As on		Depreciation Block For the Adjustment year	As on		Net Block	
	As on 01.04.2014	As on 31.03.2015	As on 31.03.2015	As on 01.04.2014		As on 31.03.2015	As on 01.04.2014		As on 31.03.2015	WDV as on 31.03.2014	WDV as on 31.03.2015	WDV as on 31.03.2014
Computer	65,809,276	-	65,809,276	36,458,651	-	23,016,908	-	59,475,559	6,333,717	29,350,625		
Furniture & Fixtures	19,845,149	47,000	19,892,149	4,141,613	2,981,130	1,117,010	8,239,753	11,652,396	15,703,536			
Vehicles	9,749,093		9,749,093	4,424,430	928,371	128,637	5,481,438	4,267,655	5,324,663			
Plant & Machinery	103,732,839		103,732,839	18,041,573	7,923,284	-	25,964,857	77,767,982	85,691,266			
Office Equipments	12,321,548	20,500	12,342,048	2,132,726	4,368,714	204,052	6,705,492	5,636,556	10,188,822			
Office Premises	28,335,905	-	28,335,905	3,805,847	419,642	-	4,225,489	24,110,416	24,530,058			
Freehold Land	1,480,750		1,480,750	-	-	-	-	1,480,750	1,480,750			
Total	241,274,560	67,500	241,342,060	69,004,840	39,638,049	1,449,699	110,092,588	131,249,472	172,269,720			
Previous Year	221,352,854	21,811,706	1,890,000	241,274,560	53,716,671	16,136,235	848,066	69,004,840	172,269,720	167,636,183		

Note 12.2: Intangible Assets

Particulars	As on 01.04.2014		Gross Block Additions		Sale/ Adjustment	As on		Depreciation Block For the Adjustment year	As on		Net Block	
	As on 01.04.2014	As on 31.03.2015	As on 31.03.2015	As on 01.04.2014		As on 31.03.2015	As on 01.04.2014		As on 31.03.2015	WDV as on 31.03.2014	WDV as on 31.03.2015	WDV as on 31.03.2014
Softwares	137,828,688		41,234,610	96,594,078	86,171,419	18,162,018	(56,297,974)	48,035,463	48,558,615	51,657,269		
Copy Right	57,828,785		57,828,785	-	-	-	-	-	57,828,785	57,828,785		
Goodwill	5,000,000		5,000,000	-	-	-	-	-	5,000,000	5,000,000		
Total	200,657,473		41,234,610	159,422,863	86,171,419	18,162,018	(56,297,974)	48,035,463	111,387,400	114,486,054		
Previous year	200,657,473		-	200,657,473	69,399,593	16,771,826	-	86,171,419	114,486,054	131,257,880		
Grand Total	441,932,033	67,500	41,234,610	400,764,923	155,176,259	57,800,067	(54,848,275)	158,128,051	242,636,872	286,755,774		
Grand Total (Previous year)	422,010,327	21,811,706	1,890,000	441,932,033	123,116,264	32,908,061	848,066	155,176,259	286,755,774	298,894,063		

Note 13: Non-Current Investments

Investment in Equity Shares - Trade, Unquoted (at cost)		
Investment in Equity Shares - Trade, Quoted (at cost)		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	279,017	279,017
Market Value Rs. 239327/-		
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Investment in Life Span Insurance Agency Pvt. Ltd		
30000 Shares (P.Y 30000)	300,000	300,000
Aggregate value of unquoted investments	800,000	800,000
Aggregate value of quoted investments	279,017	279,017
	<u>1,079,017</u>	<u>1,079,017</u>

Note 14: Goodwill on Consolidation

Goodwill	2,764,812	2,759,296
	<u>2,764,812</u>	<u>2,759,296</u>

Note 15: Trade Receivables (Non- Current)

Unsecured		
-Debts outstanding for more than one year	102,290,691	137,692,534
	<u>102,290,691</u>	<u>137,692,534</u>

Note 16: Long-term loans and advances (unsecured, considered good)

Security Deposits	105,915	145,915
Advance to Supplier	35,572,394	41,855,204
Advance for Capital Assets	127,913,394	100,080,207
Other Advances	-	16,896,850
	<u>163,591,703</u>	<u>158,978,176</u>

Note 17: Other Non Current Assets

WIP Movies and software	31,444,191	-
Preliminary Expenses/ Public Issue Exp.	16,760,610	19,554,045
	<u>48,204,801</u>	<u>19,554,045</u>

Note 18: Trade Receivables (Current)

Unsecured		
a) Debts outstanding for more than six months	127,185,491	26,257,314
- Considered good		
b) Other debts	136,060,510	225,653,219
- Considered good	<u>263,246,001</u>	<u>251,910,533</u>

Note 19: Cash and Cash Equivalents

Cash in hand	3,245,606	1,153,079
Balances with scheduled banks:		
- in current accounts	5,379,776	5,469,324
	<u>8,625,382</u>	<u>6,622,403</u>

Note 20: Short-term loans and advances (unsecured, considered good)

Advances recoverable in cash or in kind or for value to be received	8,089,036	39,960,716
Inter Corporate deposits	55,000,000	56,000,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	<u>64,198,626</u>	<u>97,070,306</u>

Note 21: Other current assets

TDS Receivable	546,221	2,048,057
MAT Credit	1,016,814	1,016,814
Deposits	6,027,595	6,196,700
Interest Accrued but not Due	899,632	643,409
Refund Due	-	18,300
Input Vat Credit	38,049	-
WCT	-	7,990
Staff Advance	395,680	1,511,359
Prepaid Insurance	-	49,203
Refund Due	435,910	368,609
	<u>9,359,901</u>	<u>11,860,441</u>

BHARATIYA GLOBAL INFOMEDIA LTD.
Consolidated notes forming part of the accounts
(All amounts are in Indian Rupees)

	For the year ended 31st March 2015	For the year ended 31st March 2014
Note 22: Revenue from Operations		
Income from Information Technologies/Services	272,393,208	442,167,864
Income from Media	92,796,020	8,055,400
Income from professional receipt	-	508,000
	<u>365,189,228</u>	<u>450,731,264</u>
Note 23: Other Income		
Income from Investment & Finance		
Interest Income	386,541	263,655
Exchange Rate Flactuation	88,012	-
Profit on sale of Investment	-	415,894
Other Income	1,909,690	-
Rent	713,000	464,800
	<u>3,097,243</u>	<u>1,144,349</u>
Note 24: Increase/Decrease in stock		
Closing Stock	41,772,699	44,566,515
Opening Stock	44,574,665	7,690,043
	<u>(2,801,966)</u>	<u>36,876,472</u>
Note 25: Employee benefits expenses		
Salaries and wages	11,753,460	9,554,764
Director Remuneration	1,968,000	2,178,000
Staff welfare	3,751,342	4,476,187
Employer Contribution to EPF	40,197	31,860
Gratuity	252,970	574,613
	<u>17,765,969</u>	<u>16,815,424</u>
Note 26: Other expenses		
Advertisement	260,025	153,345
AGM/EGM & Board Meeting Expenses	65,550	48,590
Audit fees	157,500	107,500
Annual Listing Fee	282,328	-
Books & Periodicals	-	190,813
Brokerage & Commission	-	13,100
Building Repair & Maintanance	188,015	2,500
Cartage & Freight	19,663	28,257
Custom Fee	-	152,629
Director Fee	35,000	15,000
Discount Allowed	19,295	89,422
Cleaning Expenses	185,333	174,730
Communication Expenses	1,951,567	1,533,190
Computer Repair & Maintanance	30,050	51,798
Cost of Movie Sold	38,014,685	7,206,850
Donation	4,200	10,000
Electricity	642,382	582,391
Entertainment/ business promotion	2,641,258	2,114,079
Fees and subscription	113,973	32,100
Festivity expenses	251,937	370,752
Folio Maintanance	30,000	25,000
Foreign Exchange Flactuation Loss	-	32,147
Foreign Travelling	-	-
Generator Expenses	360,781	432,072
Handling fee	-	2,120
Inland Travelling and conveyance	2,823,080	2,622,082
Insurance	253,578	441,035
Interest & Penalties	451,370	34,275
Legal and professional	597,662	465,656
Legal Compensation Expenses	-	-

Loss on sale of fixed assets	1,900,229	446,427
Miscellaneous Expenses	802,201	224,837
Office Expenses	2,494,765	2,293,967
Other Material Consumed	-	17,408
Packing Expenses		1,500
Postage & Courier	107,612	133,900
Preliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
Printing and stationery	1,361,842	1,290,474
Project Expenses	1,420,992	224,106
Rates and taxes		4,285
Recruitment Expenses		5,500
Rent	545,000	683,700
Repairs and maintenance	341,630	439,807
Society Fee	265,296	366,621
Script Expenses	-	40,000
Vehicle Running & Maintenance	854,868	390,583
Watch & Ward Expenses	300,387	284,000
Water Expenses	37,050	32,908
	<u>62,604,538</u>	<u>26,604,890</u>
Note 27: Finance cost		
Bank charges	167,887	146,573
Interest expense		
- on others	3,516,210	1,081,660
	<u>3,684,097</u>	<u>1,228,233</u>
Note 28: Depreciation		
Tangible Assets		
Tangible Assets	39,638,049	16,136,235
Intangible Assets	18,162,018	16,771,826
	<u>57,800,067</u>	<u>32,908,061</u>

- 29 Estimated amount of contract remaining to be executed on capital account and not provided for NIL (Previous Year NIL/-)
- 30 Contingent Liabilities not provided for:
 a. Guarantees given by the company Rs 60.28 lacs (Pr.Year 59.88 Lacs)
 b. Claims against the company not acknowledge as debts Rs 600 lacs (Pr.Year 600 Lacs)
- 31 In the absence of Balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advances are given are subject to reconciliation and such are as per books of accounts only. Adjustment thereto having an impact of revenue nature, if any, will be made during the period in which the same are fully reconciled.
- 32 In the opinion of the Board, the value of Current assets, Loans & Advances if realised in the ordinary course of the business shall not be less than the amount at which those are stated in the Balance Sheet.
- 33 Business segment-wise Report (as per the reporting requirements of AS-17)

a. Revenue	Current Year	Previous Year
I.T. Division	2723.93	4421.68
Media & Entertainment Division	927.96	80.55
Others	30.97	16.53
Total	3682.87	4518.76
b Profits		
I.T. Division	-473.30	350.59
Media & Entertainment Division.	-285.60	-235.25
Others	30.97	10.32
Total	-156.73	125.66
Less: Unallocable expenses	36.85	12.28
Profit before Tax	-193.58	113.38

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

a) Name of Related Parties & description of relationship:

- (i) Related Parties where control exists: M/s BGIL Films & Technologies Ltd.
 Rakesh Bhatia – Chairman
- (ii) Key Management Personnel: Arti Bhatia- w/o Mr. Rakesh Bhatia
 Gaurav Bhatia- S/o Mr. Rakesh Bhatia
 Sanjeev Mittal - Director
 Kumar Pushkar- Company Secretary
 Bharti Partha Saha - CFO
 Sanjay Kapoor - Director
 Arti Jain - Director

b)	Details of Transaction:-	As on 31.03.15 (Rs.)	As on 31.03.14 (Rs.)
	(i) Companies where control exists		
	Transactions:		
	Purchase	NIL	31,50,000
	Rent received	1,20,000	90,000
	Rent paid	NIL	NIL
	Outstanding as at Balance Sheet Date		
	Payables	NIL	NIL
	Receivable	35500	NIL
	(ii) Key Management Personnel & their relatives		
	Transactions:		
	Directors Remuneration	19,68,000	21,93,000
	Salary	17,09,600	12,88,800
	Director Fee	35,000	15,000
	Outstanding as at Balance Sheet Date		
	Amount Payable	12,28,031	6,06,077
	Amount Receivable	40,702	NIL
35	The Company has paid Rs. 19,68,000/- to the Directors [P.Y. 21,93,000/-] as Directors Remuneration.		
36	Initial Public Offer (IPO)		

The utilization schedule of proceeds from IPO till 31.03.2015 is as under:

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31st March 2015	Balance Amount to be utilized
1	Setting up our Offices	989.60	989.60	774.80	214.80
2	Repayment of RBS Loan	269.72	293.12	293.12	0.00
3	IPO Expenses	277.36	312.85	312.85	0.00
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50	150.00
5	General Corporate	650.00	711.39	711.39	0.00
6	Expansion of R & D	656.73	472.75	455.99	16.76
7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1025.06	215.81
8.	Cash & Escrow Bank Account & Investment ICD			597.37	
	Total	5553.08	5553.08	5553.08	597.37

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.

- 37 The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs.5.50 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.
- 38 As per the Income Tax Website, there are Income Tax demands pending against the company but as per the company's records the same are not payable and the company is making efforts to reconcile the same with the Income Tax records.

39 Earnings per share (EPS) –

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

	2014-2015	2013-2014
Profit / (Loss) after current and deferred tax (Rs.)	(1155901)	7850534
Basic / Weighted Average number of Equity Shares Outstanding during the year	15843111	15843111
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic Earning per Share	(0.07)	0.50
Diluted Basic Earning per Share	(0.07)	0.50

	Current Year (Rs.)	Previous Year (Rs.)
40. Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service (Including exchange rate fluctuation gain)	1, 09, 86,167	1, 49, 67,261
Expenditure in Foreign Currency:		
Purchase of Hardware	2, 08,129	10, 45,048
41. No provision for interest on loan taken from LIC against Keyman Insurance Policy has been made till date and the same will be adjusted with the final maturity value.		
42. No provision has been made for diminution in the value of investment as in the opinion of management; the diminution in the value of quoted investments amounting to Rs. 0.62 lacs is temporary in nature.		

43. Lease Terms

Operating Lease:

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

	2014-2015	2013-2014
Office/Guest House/ Residential Premises	5.45 Lacs	6.84 lacs

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

	2014-2015	2013-2014
Office/Guest House/ Residential Premises	7.13 lacs	4.65 lacs
44. 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 2015. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.		
45. Rs. 1,56,75,384 has been considered as retained earning effect impact of change in depreciation on the basis of useful life of the assets as per schedule II of companies Act 2013		
46. All known liabilities have been accounted for in books of account		
47. 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**
Chartered Accountants
Firm Registration No.: 013022N
Sd/-
Pankaj Sharma
Partner
Membership No.: 093446

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

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

Sd/-
Sanjay Kapoor
Director
DIN 00047651

Place: New Delhi
Date : 30.05.2015

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

Sd/-
Bharti Partha Saha
CFO

BHARATIYA GLOBAL INFOMEDIA LIMITED

Z

** I wish my above Proxy to vote in the manner as indicated in the Box below :

Sl. No.	Resolutions	For	Against
	ORDINARY BUSINESS		
1.	Consider and adopt :		
	c) Audited Financial statement together with the Reports of the Board of Directors and Auditors thereon.		
	d) Audited Consolidated Financial Statement and Report of the Auditors thereon		
2.	Ratification of appointment of M/s SAMPRK & Associated, Chartered Accountants, as he Auditor of the Company		
	SPECIAL BUSINESS		
3.	Approval of Actual Utilization of IPO Proceeds as on 31st March 2015 and 30th June 2015.		

Signed this..... day of2015

Affix
Revenue

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Bharatiya Global Infomedia Limited

CIN: L74999DL1994PLC062967

Regd. Office : B-13, L.G.F., Amar Colony, Lajpat Nagar-IV, New Delhi-110020

Tel : +91-011-40765562, Fax : +91-011-41377519

Website : www.bgilinfo.in e-mail: contact@bgilinfo.com

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of Bharatiya Global Infomedia Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.bgilinfo.in

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

Best Regards,
Sd/-
Kumar Pushkar
(Company Secretary)

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:

.....
.....

E-mail ID (to be registered):

Mob./Tel. No.:.....

I/We shareholder(s) of Bharatiya Global Infomedia Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: Signature:

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

If undelivered, please return to :



Bharatiya Global Infomedia Limited
Corp. Office: B-66, Sector-60, Noida - 201301
Uttar Pradesh (U.P.), India