

By E-Filing

To,

Date: 30<sup>th</sup> May, 2019

The General Manager,  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J. Towers, Dalal Street,  
Mumbai-400001

The General Manager,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No, C/1, G Block,  
Bandra-Kurla Complex  
Bandra (E), Mumbai-400051

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019.

(Scrip Code: 533499)

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, read with Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, please find attached Annual Secretarial Compliance Report for the year ended March 31, 2019 issued by M/s AKP Associates, Practicing Company Secretaries.

You are requested to take the aforementioned information on your record.  
Thanking You.

For **Bharatiya Global Infomedia Limited**



Kumar Pushkar  
Company Secretary  
Encl. a/a





**Annual Secretarial compliance Report**  
**Bharatiya Global Infomedia Limited (CIN- L74999DL1994PLC062967) for the**  
**year ended 31<sup>st</sup> March 2019**

I have examined:

- A) all the documents and records made available to us and explanation provided by Bharatiya Global Infomedia Limited ("the listed entity")
- B) the filings/ submissions made by the listed entity to the stock exchanges
- C) website of the listed entity,
- D) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31-03-2019 ("Review Period") in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, includes: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that the company has not issued any shares and/or other Securities during the period under review.***
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of acquisition of shares and takeover during the period under review.***
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of buyback of securities during the period under review.***
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there is no scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly share-based employee benefits during the period under review.***
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Debt Securities during the period under review.***



*AKP & Associates, Company Secretaries*  
C-30, Sector-XV-III, Greater Noida-201308 (Uttar Pradesh)  
Mobile No.-9540208383; Web Site- [www.akpcs.com](http://www.akpcs.com), E-mail [ashutosh@akpcs.com](mailto:ashutosh@akpcs.com)

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Non-Convertible and Redeemable Preference Shares during the period under review.***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) other regulations as applicable and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except to the extent, in the manner and subject to reporting made hereunder: -

| Sr. No | Compliance Requirement   | Deviations   | Observations/Remarks of the Practicing Company Secretary, if any   |
|--------|--|--|--|
| 1      | Policy for preservation of the documents, duly approved by its Board of Directors            | The company does not have any such policy                          | <ul style="list-style-type: none"> <li>The company is advised to have policy for preservation of documents in place</li> </ul>   |
| 3      | Compliance Certificate by CEO/CFO  | compliance certificate is issued by Mr. Rakesh Bhatia, Chairman    | <ul style="list-style-type: none"> <li>The compliance certificate is issued by chairman Mr. Rakesh Bhatia which ought to have been issued by CEO/CFO. However, as per applicable regulation, the compliance certificate can be signed by any one holding power of CFO/CEO irrespective of their designation</li> </ul> |
| 7      | Archival policy  | No such policy is seen   | <ul style="list-style-type: none"> <li>No such policy is seen on official website of the company, This may kindly be correlated with the link <a href="http://bgil.in/investor.html">http://bgil.in/investor.html</a></li> </ul>   |
| 8      | Dematerialization of promoter and promoter group shareholding                                | Entire holding of promoter and promoter group is not in demat form | <ul style="list-style-type: none"> <li>Dematerialization of promoter and promoter group shareholding is advisable</li> </ul>   |
| 9      | Disclosure of prescribed information to the shareholders in case of appointment of Directors | All disclosures are in place except shareholding                   | <p>Following disclosure is advisable: -</p> <ul style="list-style-type: none"> <li>a brief resume of the director;</li> <li>nature of his expertise in specific functional areas;</li> <li>disclosure of relationships between directors inter-se;</li> </ul>  |



|  |  |  |  |
|--|--|--|--|
|  |  |  | <ul style="list-style-type: none"> <li>names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and</li> <li>shareholding of nonexecutive directors.</li> </ul> |
|--|--|--|--|

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No | Action Taken By | Details of Action Taken e.g. Fines, Warning Letter, Debarment, Etc. | Observations/Remarks of the Practicing Company Secretary, if any |
|--------|-----------------|---|--|
| 1      | NA              | NA  | NA   |
| 2      | NA              | NA  | NA   |
| 3      | NA              | NA  | NA   |

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: *There is no previous Reports Available*

| Sr. No | Observations of the Practicing Company Secretary in the previous Report | Observation made in the Secretarial Compliance Report for the year 2018 | Action Taken by the Listed Entity, if any | Comments of the Practicing Company Secretary on the Action Taken by the Listed Entity |
|--------|---|---|---|---|
| 1      | NA  | NA  | NA  | NA  |
| 2      | NA  | NA  | NA  | NA  |
| 3      | NA  | NA  | NA  | NA  |

For AKP & Associates  
 Company Secretaries  
  
 Ashutosh Kumar Pandey  
 FCS-6847: CP-7385  
 Proprietor  
 Place: Noida  
 Date: 16.05.2019

