



## Corporate Information

### **BOARD OF DIRECTORS**

Mr. Rakesh Bhatia

**Chairman cum Managing Director**

Ms. Arti Bhatia

**Director**

Mr. Harjit Singh Anand

**Independent Director**

Mr. Sanjay Kapoor

**Independent Director**

### **CORPORATE OFFICE**

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India.

Tel: 0120-4227792

Fax: 0120-4227791

Website: [www.bgil.in](http://www.bgil.in)

### **REGISTRAR & SHARE TRANSFER AGENT**

Karvy Computershare Private Limited

Karvy Selenium, Tower- B, Plot No 31 & 32.

Financial district, Nanakramguda,

Serilingampally Mandal,

Hyderabad, 500032, India

Tel: +91 04 67161500

Toll Free No: 18003454001

Email: [einward.ris@karvy.com](mailto:einward.ris@karvy.com)

### **COMPANY SECRETARY**

Mr. Kumar Pushkar

### **Chief Financial Officer**

Mr. Sudhir Kumar Singh

### **AUDITORS**

M/s SAMPRK & Associates

### **Chartered Accountants**

### **INTERNAL AUDITORS**

M/s. Rakesh Kumar Singh & Co.

### **Chartered Accountants**

### **BANKERS**

Bank of Maharashtra

### **REGISTERED OFFICE**

1301, Vijaya Building 17, Barakhamba Road,

Connaught Place,

New Delhi-110001

### **REGIONAL OFFICE**

B-504, Morya House,

New Link Road,

Behind Crystal plaza,

Oshiwara Andheri (w),

Mumbai-400053

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## *Notice*

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

**DAY : FRIDAY**

**DATE : DECEMBER 30TH, 2016**

**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. Adoption of Annual Financial Statements

- a) To Receive, Consider, Approve and Adopt the Audited Standalone Financial Statements of the Company for the Financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.
- b) To Receive, Consider, Approve and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and the Auditors thereon.

#### 2. Re-appointment of Directors

To appoint a Director in place of Mrs. Arti Bhatia (DIN: 00047040), who retires by rotation and, being eligible, offers herself for re-appointment.

#### 3. Ratification of Appointment of Auditors

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

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

**Special Business**
**4. To dispose digital post production studio under same management**

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

**“RESOLVED THAT** pursuant to provisions of all applicable laws under Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to sell/transfer/dispose off its the digital post production studio under same management as a going concern either in cash or kind or both or in any other manner as the Board may deem fit in the best interest of the Company.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized and empowered to finalize and execute necessary documents including Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the studio as they may in their absolute discretion deem fit.

**5. Utilization of IPO Proceeds**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and all other applicable rules, regulations, guidelines and other Statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded to the Actual utilization of IPO proceeds as on 31st March, 2016 and 30th September, 2016 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, 2016	Utilization till 30th September, 2016
1.	Setting up our offices	989.60	989.60	774.80	754.80
2.	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5.	General Corporate	650.00	711.39	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99	455.99
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1035.06	1055.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	587.37
	<b>Total</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>

**“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: 1<sup>st</sup> December 2016**

**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 section105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.

5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, 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 22nd December 2016 to 30th December, 2016 both days inclusive.
7. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and singed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
11. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. except holidays up to the date of Annual general Meeting.
12. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Karvy Computershare (P) Ltd.
13. The Company's Register of Members and the Transfer Books will remain closed from December 22, 2016 to December 30, 2016 (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 2015-16 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 2015-16 is being sent in the permitted mode.

**The instructions for e-voting are as under:**

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



- vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholders does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
  - xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: richa@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. **22nd December, 2016**, 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 **Tuesday, the 27th December, 2016** at 09.00 AM and ends on **Thursday, 29th December, 2016** 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 **Thursday, 22nd December, 2016**, 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 Thursday, 22nd December, 2016.
- F. The Company has appointed the Company has appointed Ms. Richa Singh (C.P. No.16640) 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](http://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 in Notice dated December 01st, 2016.

#### **Item No. 4**

As the Unit is considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 12th November, 2016 approved the Company to sell / dispose off its Studio Unit situated at Mumbai to BGIL Films & Technologies under same management together with all specified tangible and intangible assets in relation to studio as a going concern and on an "as is where is" basis for a consideration as mentioned in item no. 4. The net proceeds from the sale of the studio will be utilized to enhance the working capital of the Company or general business purpose

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as

set out in the accompanying Notice is now being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the said Special Resolution.

#### **Item No. 5**

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, 1956, the Company shall not vary the terms referred to in the Prospectus except subject to the approval of or except on authority given by the Company in General meeting. Accordingly the members through Postal ballot dated 15th, March, 2012, approved/ratified the terms referred to in the prospectus dated 16th July, 2011 filed by the Company with Registrar of Companies, NCT Delhi & Haryana, including to vary and/or revise the terms and conditions of the documents/contracts mentioned in the Prospectus, to enter into new documents/ contracts including raising/giving of Inter-Corporate Deposits in connection with the Objects of the IPO, to vary and/or revise the utilization of the IPO proceeds made in pursuance of the said Prospectus and to utilize the proceeds from the IPO for the purposes other than those mentioned in the Prospectus.

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

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

The Actual utilization of revised IPO proceeds till 31st March, 2016 and 30th September, 2016 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, 2016	Utilization till 30th September, 2016
1	Setting up our Offices	989.60	989.60	774.80	754.80
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	1035.06	1055.06
8	Cash & Escrow Bank Account & Investment ICD			587.37	587.37
	<b>Total</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>

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.5 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: 1<sup>st</sup> December 2016**

**Sd/-  
Kumar Pushkar  
Company Secretary**

## Directors' Report

### Dear Shareholders,

Your Directors are happy in presenting the Twentieth Second Director's Report together with the audited Standalone & Consolidated financial Statements for the year ended 31st March, 2016.

### 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 31st March, 2016	FOR THE FINANCIAL YEAR ENDED 31st March, 2016	FOR THE FINANCIAL YEAR ENDED 31ST March, 2015	FOR THE FINANCIAL YEAR ENDED 31st March, 2015
	STANDALONE	CONSOLIDATED	STANDALONE	CONSOLIDATED
Income from operations	3107.90	3107.90	3651.89	3651.89
Other Income	8.64	15.23	25.04	30.97
Total Income	3116.54	3123.13	3676.93	3682.86
Total Expenditure	2598.40	2603.92	3256.10	3261.60
Profit before depreciation, Interest and tax	518.14	519.21	420.83	421.26
Less: Interest	39.59	39.67	36.81	36.84
Less: Depreciation	345.50	345.81	577.70	578.00
Profit before Tax	133.05	133.73	(193.71)	(193.58)
Less: Provision for Taxation	27.08	27.28	8.93	8.93
Less: Deferred Tax	35.42	35.42	(24.92)	(24.92)
Profit after Tax	70.55	71.03	(177.72)	(177.59)
Profit after tax and extra ordinary items	63.53	64.00	(11.67)	(11.54)

The Board of Directors hereby state that during the financial year ended on 31st March, 2016, Total Consolidated Revenue for the fiscal year 2015-16 was Rs. 3123.13 Lacs and Earnings before depreciation, Interest and tax are

Rs. 519.21 Lacs due to change in provision of depreciation as per Schedule II of Companies Act 2013 Loss after tax and extraordinary item is Rs. 64.00 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).

**SEBI MATTER:**

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

The Whole Time Member (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.

The Company has filed the Appeal before the SAT (Securities Appellate Tribunal) against the order of Adjudicating Officer dated 17th April 2014 & Whole Time Member (WTM) Order dated 8th August 2014. Securities Appellate Tribunal (SAT) Order dated 8th September 2016; the Company has been provided an opportunity to file a fresh appeal & the same has been filed; the matters are pending before SAT.

**The details of the objectives for IPO and its fund deployment status as on 31.03.2016 and 30th September 2016 as below:**

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting	Actual Utilization Till 31st March 2016	Actual Utilization Till 30th September 2016
1	Setting up our Offices	989.60	989.60	774.80	754.80
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
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7	Meeting Long Term Working Capital Requirement	505.00	1240.87	1035.06	1055.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	587.37
	<b>Total</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>

Initially the funds have been temporarily deployed as an interim measure to earn interest pending deployment towards object of the issue; out of the total ICD's, the Company has already recalled Rs. 5.75 Crores which has been utilized by the Company as per postal ballot resolution earlier passed by the Shareholders of the. Further, The Company has regularly

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

**DIVIDEND:**

No dividend is recommended for the year ended March 31st, 2016.

**RESERVES:**

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

**SHARE CAPITAL:**

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

**PUBLIC DEPOSITS**

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

**COMMITTEES OF THE BOARD:**

Currently, the Board has the following Committees:

- A. Audit Committee.
- B. Nomination and Remuneration Committee.
- C. Stakeholder Relationship Committee.

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

**A. Audit Committee:**

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

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

**B. Nomination and Remuneration Committee:**

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

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

### **C. Stakeholder Relationship Committee:**

The current composition of Stakeholder Relationship Committee is as follows:

<b>Sl. No.</b>	<b>Name of the Director</b>	<b>Designation</b>
1.	Mr. Rakesh Bhatia	Chairman
2.	Mr. Sanjay Kapoor	Member
3.	Mrs. Arti Bhatia	Member

### **BOARD & COMMITTEE MEETINGS**

The board met 5 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of the Annual Report. The intervene gap between any two meetings was within the period prescribed by the Companies Act, 2013.

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

### **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 2015-2016. The report of the Secretarial Auditor is attached as Annexure to this report. Observation made in the Secretarial Auditor's Report are self-explanatory and do not call for any comments.

### **DECLARATION OF INDEPENDENT DIRECTORS**

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

### **STATUTORY AUDITORS**

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

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

### **DIRECTORS**

Ms. Aarti Jain and Mr. Sanjeev Kumar Mittal who were appointed as directors of the company has resigned from the board. The Board of Directors had at their meeting held on 11th August 2016, took note of the same.



## **MANAGEMENT DISCUSSION AND ANALYSIS:**

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

## **PARTICULARS OF EMPLOYEES**

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

## **CORPORATE GOVERNANCE**

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

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

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

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

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

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

## **INTERNAL FINANCIAL CONTROL:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient control of its business, including adherence to the Company's policies, the safeguarding of its

assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

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

**CONSERVATION OF TECHNOLOGY AND ABSORPTION**

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

**FOREIGN EXCHANGE EARNINGS & OUTGO**

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

Amount in Lakh

Particulars	31.03.2016	30.03.2015
Earning in Foreign Currency :		
Sale of Software (Including exchange rate fluctuation gain) 0	NIL	1,09,86,167
Expenditure in Foreign Currency :		
Purchase of Hardware Foreign Travelling	NIL	2,08,129

**DIRECTORS’ RESPONSIBILITY STATEMENT**

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

1. In preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. The Directors had selected such Accounting Policies and applied them consistently and Made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.

3. The Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts on a going concern basis.
5. They had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;
6. They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**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.

**CONSOLIDATED FINANCIAL STATEMENTS:**

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

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

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

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

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

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

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

## **SHARE CAPITAL & LISTING OF SECURITIES**

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

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

## **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.

## **INTERNAL FINANCIAL CONTROLS**

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

## **ACKNOWLEDGEMENT**

We thank our customer 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.



**Place: Noida  
Date: 1<sup>st</sup> December 2016**

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

**Sd/-  
Rakesh Bhatia  
CMD**

**K. K. . SINGH & ASSOCIATES**  
COMPANY SECRETARIES

**Head Office:-**  
384P, Sector-40, Gurgaon-122003 Haryana  
Ph. : +91-124-4370002, 4267252  
M : +91-9268567252-54.  
Email : kksinghassociates@gmail.com  
kamalkishor\_fcs@yahoo.com  
Website: www.kksinghassociates.com

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016  
[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,  
M/s. Bharatiya Global Infomedia Limited,  
1301, Vijaya Building 17, Barakhamba Road,  
Connaught Place, New Delhi,  
Central Delhi – 110001.

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, 2016, 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, 2016 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.
- ii) The Listing Agreements entered into by the Company with the National Stock Exchange and Bombay Stock Exchange Limited (Stock exchange) and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. The Related Party Transactions needs to be updated with its due approval as per records of the company.
2. The Notice and Minutes of Meeting of Board including various Committees of Board needs to be maintained in accordance with provisions of the Companies Act, 2013 read with Secretarial Standards.
3. In the Notice of the AGM for the year ended on 31.03.2015, business of “rotation of Director” is required in accordance with the provisions of the Companies Act, 2013.
4. The Company has already appointed CFO u/s 203 of the Companies Act, 2013 vide Board Resolution dated 07.02.2015 but the intimation to the ROC in the prescribed form is yet to be filed.
5. A few returns like Special Resolution passed at the AGM held on 29.09.2015, appointment of Secretarial Auditor and approval of Annual Accounts etc. are yet to be filed with MCA.
6. No explanation/ comments given by the Board on the observations of the Secretarial Auditor in the Directors Report for the year ended on 31.03.2015.

7. The proof regarding appointment of Internal Auditor has not been provided by the Company for our verification except the oral confirmation regarding appointment of internal auditor.
8. The Appeal of company before SAT against the order of AO (Adjudicating Officer) and Whole Time Member of SEBI is under sub-judice.

**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. There is no change in the composition of the Board of Directors during the period under review.

Subject to the above said observations, 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 year under report the Company has not been exposed to any of the following instances.

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations..

**Place :** Gurgaon  
**Date :** 01.12.2016

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

Sd/-  
**Richa Singh**  
Partner  
ACS No.: 44237  
CP No.:16640

\*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.



**K. K. . SINGH & ASSOCIATES**  
COMPANY SECRETARIES

**Head Office:-**  
384P, Sector-40, Gurgaon-122003 Haryana  
Ph. : +91-124-4370002, 4267252  
M : +91-9268567252-54.  
Email : kksinghassociates@gmail.com  
kamalkishor\_fcs@yahoo.com  
Website: www.kksinghassociates.com

**'ANNEXURE A'**

To,  
The Members,  
M/s. Bharatiya Global Infomedia Limited,  
1301, Vijaya Building 17, Barakhamba Road,  
Connaught Place, New Delhi,  
Central Delhi – 110001.

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

1. Maintenance and keeping 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: 01.12.2016

For K. K. Singh & Associates  
Company Secretaries  
Sd/-  
**CS Richa Singh**  
Partner  
ACS No.: 44237  
CP No.:16640

**Form No. AOC-2**

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of material contracts or arrangement or transactions at arm's length basis:

S. no.	Name of the Related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions	Date of Approval by the board	Amount paid as advances, if any
1	BGIL Films & Technologies Limited	Under Same Management	Purchase of Goods	1 Year	Purchase goods against credit of Rs. 2.25 Lacs	-	Nil
2	BGIL Films & Technologies Limited	Under Same Management	Rent Received	1 Year	Rent Received of Rs. 120000/-	-	Nil
3	Merit Export P Ltd.	Under Same Management	Rent Paid	As Per Agreement	Rent Paid of Rs. 174000/-	-	Nil
4	Mr. Rakesh Bhatia	CMD	CMD	1 Year	Salary of Rs. 1500000	-	Nil
5	Mr. Kumar Pushkar	Company Secretary	Company Secretary	1 Year	Salary of Rs. 960000/-	-	Nil
6	Ms. Bharti Partha Saha	Chief Financial Officer	Chief Financial Officer	1 Year	Salary of Rs. 480000/-	-	Nil

For and on behalf of the Board of Directors of  
**Bharatiya Global Infomedia Limited**

Sd/-

**Rakesh Bhatia**

Chairman cum Managing Director

**Form No. AOC-1**

Statement containing salient features of financial statement of subsidiaries/associate companies

**Part “A”: Subsidiary**

Description	2015-16	2014-15
Name of the Subsidiary	<b>Merit Exports P Ltd.</b>	
Reporting Currency	INR	INR
Reporting Period	01-04-2015 to 31-03-2016	01-04-2014 to 31-03-2015
Share Capital	1,440,260	902,790
Reserve & Surplus	50,814,425	31,866,409
Total Assets	62,506,913	56,034,616
Total Liabilities	10252228	22865417
Investments	300000	300000
Turnover	-	-
Profit & Loss Before Taxation	67,675	12,875
Provision for taxation		
A Current Tax	20,303	
B Deffered Tax		
Profit/Loss After Taxation	29,072	12,875
Proposed Dividend		
% of Shareholding	81.77	81.77

Part “B” Not Applicable

**Annexure-III(a)**

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

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ;	1. Rakesh Bhatia (Chairman) 2. Aarti Jain(ID) 3. Sanjay Kapoor(ID)	543.47 7.24 7.24	
(ii)	The percentage increase in remuneration of each director, chief financial officer, chief executive officer, company secretary or manager, if any, in the financial year	1. Rakesh Bhatia(Chairman 2. Sanjay Kapoor(ID) 3. Aarti Jain 4. Kumar Pushkar 5. Bharti Saha	Nil Nil Nil Nil Nil	
(iii)	The percentage increase in the median remuneration of employees in the financial year;	20%		
(iv)	The number of permanent employees on the rolls of company	50		
(v)	The explanation on the relationship between average increase in remuneration and company performance	Average increase in remuneration of Employees is 15%. The profit before tax of the company has increased.		
(vi)	Comparison of the remuneration of the Key managerial Personnel against the performance of the company	The Remuneration of KMP's during the year was ` 14,40,000 against the Net Profit before tax of the company of 133.73 Lacs		
(vii)	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current year and previous year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed company and in case of unlisted companies, and in the net worth of company as at the close of the current financial year and previous financial year		<b>31.03.2016</b>	<b>31.03.2015</b>
		Market Capitalisation	117,397,445	63,372,440
		PE Ratio	18.5	(57.14)
		Net Worth	911,753,641	905,400,265
(viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in salaries of employees other than mangerial personnel in 2015-16 was 15%. Percentage increase in Managerial Remuneration for the year is Nil.		
comparison of remuneration of each of the Key Managerial Personnel against the performance of the company;	<b>Particulars</b>	<b>CMD</b>	<b>CS</b>	<b>CFO</b>
	Remuneration	1,500,000	960000	480000
	Revenue PBT	3116.54 133.05	3116.54 133.05	3116.54 133.05
the key parameters for any variable component of remuneration availed by the directors; The	As per Section 198 of the Companies Act, 2013.			

	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	There is no employee who received higher remuneration than the highest paid director
	affirmation that the remuneration is as per the remuneration policy of the company	Remuneration is paid as per the remuneration policy of the company.

Annexure-III (b)

Particulars of Employees under Section 197(12) of the Companies Act, 2013 and rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 as on 31st March 2016 is not Applicable to the company.

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

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over 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	Media & Entertainment	-	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 Share held at the beginning of the year				No. of Share held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	4939623	606334	5545957	35.01	5489074	548333	5543907	35.00	.01
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	1914523	0	2424523	15.3	1.69
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
<b>Sub-total(A)(1):-</b>	<b>7631772</b>	<b>606334</b>	<b>8238106</b>	<b>52.00</b>	<b>7403597</b>	<b>548333</b>	<b>7968430</b>	<b>50.3</b>	<b>1.7</b>
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
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>									
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
<b>Sub-total(B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2. Non Institutions									
a) Bodies Corp.	1627912	0	1642912	10.37	2557102	0	2557102	16.14	5.77
(i) Indian									
(ii) Overseas									
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3023186	77785	3100971	19.57	2855560	230742	3086302	19.48	0.9
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2660471	162785	2781756	17.56	2128750	0	2128750	13.44	4.12
c) Others(Specify)									
(c-i) Clearing Members	32092	0	32092	0.20	57552	0	57552	0.36	.16
(c-ii) NRI/ OCB	47273	0	47273	0.30	44974	0	44974	0.28	.02
(c-iii) Trusts	0	0	0	0	0	0	0	0	0
<b>Sub-total(B)(2)</b>	<b>7390934</b>	<b>240570</b>	<b>7605004</b>	<b>48.00</b>	<b>7643938</b>	<b>214070</b>	<b>7874680</b>	<b>50.00</b>	<b>2</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>7390934</b>	<b>240570</b>	<b>7605004</b>	<b>48.00</b>	<b>7643938</b>	<b>214070</b>	<b>7874680</b>	<b>50.00</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>		0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>15022706</b>	<b>846904</b>	<b>15843110</b>	<b>0</b>	<b>15022706</b>	<b>820404</b>	<b>15843110</b>	<b>100.00</b>	<b>0.00</b>

**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 / encumbe red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbe red 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	231938	1.46	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.	Atul Tomar	500	0.00	0	500	0.00	0	0
13.	B K Bhatia	61	0.00	0	11	0.00	0	0
14.	Kripal Singh	7000	0.03	0	5000	0.04	0	0.01
	<b>Total</b>	<b>8238106</b>	<b>52.00</b>	<b>0</b>	<b>7968430</b>	<b>50.31</b>	<b>0</b>	<b>0</b>

**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	8238106	52.00	7968430	1.7
	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):	Nil	Nil	Nil	Nil
	At the End of the year	8238106	52.00	7968430	1.7



## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total
Indebtedness	27,733,553	Nil	Nil	27,733,553
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year	637198	Nil	Nil	637198
- Addition				
- Reduction				
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	28,370,751	Nil	Nil	28,370,751
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	28,370,751	Nil	Nil	28,370,751

## 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 Bhhatia	Sanjeev Kr. Mittal	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,00,000	Nil	15,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	
2.	Stock Option		Nil	Nil
3.	Sweat Equity			Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5.	Others, please specify		Nil	Nil
6.	Total(A)	15,00,000	Nil	15,00,000
	Ceiling as per the Act			

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Independent Directors •Fee for attending board committee meetings •Fee for attending board committee meetings •Commission •Others,please specify	40,000	40,000
	Total(1)	40,000	40,000
	Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others,please specify	Nil	Nil
	Total(2)	Nil	Nil
	Total(B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	40,000	40,000
	Overall Ceiling as per the Act		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Grosssalary	Nil	9,60,000	4,80,000	14,40,000
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961				
	(b) Value of perquisitesu/s 17(2)Income-tax Act,1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3)Income-tax Act,1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as%of profit -others,specify...	Nil	Nil	Nil	Nil
5.	Others,please specify				
6.	<b>Total</b>		<b>9,60,000</b>	<b>4,80,000</b>	<b>14,40,000</b>

**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)
<b>A. Company</b>					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. Directors</b>					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. Other Officers In Default</b>					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

## *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**

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 67 per cent of the US\$ 124-130 billion market. The industry employs about 10 million workforces. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global sourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

The IT-BPM sector which is currently valued at US\$ 143 billion is expected to grow at a Compound Annual Growth Rate (CAGR) of 8.3 per cent year-on-year to US\$ 143 billion for 2015-16. The sector is expected to contribute 9.5 per cent of India's Gross Domestic Product (GDP) and more than 45 per cent in total services export in 2015-16.

### **MARKET SIZE**

The Indian IT sector is expected to grow at a rate of 12-14 per cent for FY2016-17 in constant currency terms. The sector is also expected triple its current annual revenue to reach US\$ 350 billion by FY 2025.

India ranks third among global start-up ecosystems with more than 4,200 start-ups.

India's internet economy is expected to touch Rs 10 trillion (US\$ 146.72 billion) by 2018, accounting for 5 per cent of the country's GDP. India's internet user base reached over 400 million by May 2016, the third largest in the world, while the number of social media users grew to 143 million by April 2015 and smartphones grew to 160 million.

Public cloud services revenue in India is expected to reach US\$ 1.26 billion in 2016, growing by 30.4 per cent year-on-year. The public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. Increased penetration of

internet (including in rural areas) and rapid emergence of e-commerce are the main drivers for continued growth of data centre co-location and hosting market in India. The Indian Healthcare Information Technology (IT) market is valued at US\$ 1 billion currently and is expected to grow 1.5 times by 2020<sup>^^</sup>. India's business to business (B2B) e-commerce market is expected to reach US\$ 700 billion by 2020 whereas the business to consumer (B2C) e-commerce market is expected to reach US\$ 102 billion by 2020.

## COMPANY OVERVIEW

Bharatiya Global Infomedia Limited (BGIL) is one of the top most company providing turn-key based solutions to almost all sorts of industries namely Road & Transportation, Infra & Building, Health & Medical, Defense, Security & Surveillance etc. Bharatiya Global Infomedia Limited (BGIL), has 18 registered IPR (Intellectual Property Rights) & have successfully delivered/implemented more than 350 projects till date, a leading company in following segments:

<b>SMART CITY TRAFFIC SOLUTIONS</b>	<b>SMART ENTERPRISE SOLUTIONS</b>
Parking Management System© (PMS)	Smart Campus
Parking Guidance System (PGS)	Visitor Management System
Toll Management System©	Canteen Management System©
Automatic Number Plate Recognition System©	Asset Tracking System©
Under Vehicle Surveillance System	Laptop Tracking System
Ticket Dispensing System©	File Tracking System
Automatic Payment Station (APS)	Lighting Management System
Fleet Management System	Event Management System
City Bus Surveillance system	Employee Tracking System©
CCTV & Auto Surveillance	Time-Attendance System
Boom Barrier, Access Control	Library Automation & Management System
Pedestrian Access Control System	Student Information System
Perimeter Fencing etc	Smart School Management System
Pilgrimage Management System	

## R & D/ New Products/Solutions

BGIL's experienced team's endeavor enabled it 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.

As the unit is considered no longer viable, after considering various options the Board decided to sell the same in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 12th November, 2016 approved the Company to sell/dispose off its Studio Unit situated at Mumbai to BGIL Films & Technologies under same management together with all specified tangible and intangible assets in relation to studio as a going concern and on an “ as is where is” basis for a consideration. The net proceeds from the sale of the studio will be utilized to enhance the working capital of the Company or general business purpose.

### **Focused Industrial Segments and completed Projects:**

Company has been continuously building up its strong presence by enhancing relationship with leading Global System Integrators and corporate etc. Till beginning of the year we had successfully executed projects of high prestige like Price Water House (PWC), Honeywell-Hyderabad (Parking), Adobe- NOIDA & Bangalore and also value like new extended projects Viz. PGSECTECH , INSIGNIA & NAFA (Dheeraj Realities), Runwall Group)), Lodha-Capacity, Infosys, Kochi Airport, Honeywell Automation, Siemens, Cipla (Schneider), Hindustan Uni-Lever (Siemens), DMH, Medanta & Fortis Hospitals, AON-Hweitt, R-City Mall etc. The Management continues to look for new technologies and new diversification areas so as to broaden its portfolio of products and also move into higher value adding businesses and new relationships as the Company is also looking beyond current strategies to add on new growing segment like Infra and City Surveillance, Smart Cities concepts and Consultants etc. Besides above, company is also looking for new opportunities created after demonetization specially in the field of e-wallets and net based activities etc.

### **Approach to marketing and proposed marketing set-up:**

As a result of new client acquisitions in various segments year by year we are managing client relationships and business development through targeted interaction with client organization. We have own marketing office at Noida and Mumbai and representative offices in Eastern & South Region. Our marketing initiatives are constant to increase awareness of our activities. In addition, we have several technology alliances with leading IT vendors, which typically involve systems integration and in certain cases joint marketing efforts. The company has got 19 Products IPRs registered till date which are as follows:

S.No.	Product Name
1	BGIL Toll Management Systems
2	BGIL Canteen Management System
3	BGIL Ticket Dispensing System
4	BGIL Tokenless Two Factor Authentication System
5	BGIL Asset Tracking System
6	BGIL Employee Tracking System
7	BGIL Automatic Number Plate Recognition System
8	BGIL Parking Management System
9	BGIL Smart Campus System
10	BGIL Parking Guidance System
11	BGIL Laptop Tracking System
12	BGIL Intelligent Mast Controller
13	BGIL File Tracking System
14	BGIL Visitor Management System
15	BGIL Food Court Management System
16	BGIL Club Management System
17	BGIL Student Information System
18	BGIL Library Automation & Management System
19	BGIL Jewelry Management System

#### **A. OPPORTUNITIES AND THREATS:**

India continues to reinforce its position as the only country in the world from where one can do anything and everything.. BGIL is cognizant of risks and uncertainties which are managed proactively through risk mitigation processes and strategies.

#### **Digital SECURITY, SAFETY and SURVILLIANCE MARKET:**

The electronic security market in India has witnessed a handsome growth in the last few years. The Government has enhanced its investments in verticals such as city surveillance, smart cities, airports, seaports, and the infrastructure sector. The rising incidents of crime, burglary, bank robbery and the growing awareness about benefits of the electronic security device among the people have primarily driven the electronic security market. Also, the security market growth has been fuelled by rising residential, commercial and industrial construction, increased activity by foreign and domestic companies and rapid expansion of distribution channels. Real estate is another area which will see a spurt in the installation of surveillance solutions to ensure safety and security. So, it is going to be Government, Enterprises and Home segments that will contribute to and propel the growth of the surveillance industry in India

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 MAC-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. 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. 3123.13Lac during the year 2015-16 as against revenue of Rs. 3682.86Lac for the 2014-15 representing a year on year (YOY).

Net consolidated Profit during the year 2015-16 is Rs 64.00 Lac as against net Loss of Rs. 11.54 Lac in the year 2014-15. The basic earnings per share (based on consolidated financial statement) during the year 2015-16 was Rs. - .40 per share as against Rs. 0.07 per share in 2014-15 of face value of Rs. 10 each.

Cash and bank balance, including bank deposits, debt mutual funds as of March 31, 2016 was Rs. 64.45 Lac against Rs. 86.25 Lac as of March 31, 2015. 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, 2016 amount to Rs. 911.75 Lac

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

#### **RISK AND MANAGEMENT PERCEPTION**

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

#### **B. INTERNAL CONTROL SYSTEM:**

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

#### **C. INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT**

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



#### **D. STATUTORY COMPLIANCE**

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

#### **E. FINANCIAL MANAGEMENT**

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

## *Report on Corporate Governance*

Good governance facilitates efficient, effective and entrepreneurial management that can deliver stakeholder value over the longer term. It is about commitment to values and ethical business conduct. It is a set of laws, regulations, processes and customs affecting the way a company is directed, administrated, controlled or managed.

Good corporate governance underpins the success and integrity of the organizations, institutions and markets. It is one of the essential pillars for building an efficient and sustainable environment.

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. The effectiveness of corporate governance in the Company depends on regular review, preferably regular independent review. The Company considers fair and transparent corporate governance as one of its most core management tenets. The Company has adopted a Code of Conduct for its Directors, Employees, consultants, vendors and customers and has also adopted a Code of Conduct to regulate, monitor and report trading by insiders and also a fair disclosure code. Some of the important best practices of Corporate Governance framework are timely and accurate disclosure of information regarding the financial position, performance, ownership and governance of the Company.

### **Philosophy on Code of Governance**

The Corporate Governance philosophy of the Company is based on the following principles:

- Follow the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond the law.
- Be transparent and maintain high degree of disclosure levels. When in doubt, disclose it.
- Make a clear distinction between personal convenience and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is run internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- Comply with the laws in all the countries in which the Company operates.
- Management is the trustee of shareholders' capital and not the owner.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

## **OUR CORPORATE GOVERNANCE PHILOSOPHY-**

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Bharatiya Global Infomedia Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

### **Board of Directors**

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

### **Composition and category of Directors:**

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

The Board comprises of Four (4) Directors which includes, Two Directors are Independent Directors.

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

Name	Designation	Independent/ Non-Independent	Shareholding as on 31 <sup>st</sup> March,2016	Board Meetings Attended	Whether present at previous AGM held On 29 <sup>th</sup> Sep 2015
Mr. Rakesh Bhatia	CMD	Non-Independent	2,938,686	5	Yes
Mrs. Arti Bhatia	Director	Non-Independent Non- Executive	1,924,544	5	Yes
Mr. Sanjay Kapoor	Director	Independent	Nil	5	Yes
Mr. Harjit Singh Anand	Director	Independent	Nil	3	-

**Dates of Board Meetings held during the financial year 2015-2016**

S. No.	Date of Board Meetings
1	May 30th 2015
2	August 14th, 2015
3	September 01st 2015
4	November 14, 2015
5	February 11th, 2016

**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.

**Declaration by Independent Directors**

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

### **Independent Directors' Meetings**

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

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

### **Audit Committee**

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

The committee meets the periodically and reviews:

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

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

- Recommend appointment and removal of the Auditors and their remuneration, nature and scope of audit
- Ensure adequacy of internal controls and compliances and recommend Remedial measures
- Review adequacy of the Internal Audit function
- Review and monitor the auditors' independence and performance and effectiveness of the audit process
- Oversee financial reporting process and disclosure of financial information
- Examine the financial statements and the auditors' report thereon
- Evaluate internal financial controls and the risk management systems
- Act as a link between the Statutory Auditors, Internal Auditors and the Board of Directors

- Review accounting policies, Monitor compliance with the Tata Code of Conduct
- Approve any transactions of the Company with related parties or any subsequent modifications thereof
- Scrutinize inter-corporate loans and investments
- Evaluate the valuation of undertakings or assets of the Company, if necessary
- Monitoring the end use of funds raised through public offers and related Matters.
- Review the findings of internal investigations / frauds / irregularities, etc.
- Carry out additional functions as contained as per the regulatory requirements applicable to the Company or in the terms of reference of the Audit Committee
- Carry out the responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices

**Composition, name of Members and Chairman:**

**Chairman :** Mr. Sanjay Kapoor - Independent Director

**Members :** Mr. Rakesh Bhatia –Executive Director  
 Mr. Harjit Singh Anand - Independent Director

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

During the year, the Audit Committee met five times respectively on 30th May 2015, 14th August 2015, 14th November 2015, 11th Feb 2016 and the necessary quorum was present at the meetings.

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

**Nomination & Remuneration Committee**

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

The Committee is entrusted with the following role and responsibilities:

- Formulation of criteria for determining qualifications, positives, attributes & independence of a Director and to recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

- Formulation of criteria for evaluation of Independent Directors and the Board Devising a policy on Board diversity.
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

### **Remuneration Policy:**

The Remuneration Committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-time Directors and to deal with all elements of Remuneration package of all such Directors.

### **Composition**

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

**Chairman :** Mr. Sanjay Kapoor - Independent Director

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

Mr. Harjit Singh Anand- Independent Director

### **Meeting and attendance during the year 2016:**

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

### **Details of Remuneration paid or payable to Directors during the year 2016:**

Total Director Remuneration paid during the year is Rs. 1500000 and Director sitting fees paid is Rs. 40000/- only.

### **Shareholders/Investors Grievance Committee**

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

### **Composition, Meetings and Attendance of Committee:**

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

**Women Grievance Committee**

<b>Name</b>	<b>Category</b>
Ms. Arti Bhatia	Chairman
Ms. Bharti Saha	Member
Ms. Divya Sharma	Member

The Company Secretary of the Company acts as Secretary to the Committee. There were one meeting held during the year and same was attended by all the members and chairman. The total number of shareholders during the year. All complaints were satisfactorily resolved. There are no complaints pending as on March 31, 2016.

**Company Secretary and Compliance Officer:**

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

**Means of Communication**

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



**General Shareholder Information**

Twenty Second Annual General Meeting:

Date	December 30th, 2016
Time	10.15 a.m.
Venue	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.
Financial Year	April 1, 2015 to March 31, 2016
Listing Fees	The Company has paid the Annual Listing Fess to the NSE & BSE for the Financial Year 2015-2016.
Book Closure	December 22nd, 2016 to December 30th, 2016 (Both days inclusive).
Listing on Stock Exchanges	National Stock Exchange Limited (NSE) & Bombay Stock Exchange (BSE)
ISIN Number	INE224M01013
Registered office	1301, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001.

**Registrar and Share Transfer Agents:**

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

**M/s. Karvy Computershare Private Limited.**

Karvy Selenium, Tower- B, Plot No 31 & 32.,  
Financial district, Nanakramguda,  
Serilingampally Mandal, Hyderabad, 500032, India.

Tel: +91 04 67161500

Toll Free No: 18003454001

Email: einward.ris@karvy.com

**Share Transfer and Transmission system:**

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

**Investor Correspondence:**

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

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

Following is the address for correspondence with the Company:

**Bharatiya Global Infomedia Limited**

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

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

E-mail: bgil.in

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

To

The Board of Directors

Bharatiya Global Infomedia Limited

I, Rakesh Bhatia, CMD hereby certify that:

- (a) I have reviewed financial statements for the year ended March 31, 2016 and that to the best of my knowledge and belief:
- (a) These financial statements do not contain any materially untrue statement or omit any material fact Or Contain statements that might be misleading;
- (b) These financial statements together present a true and fair view of the company's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) Further, I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company.
- (d) I have disclosed to the auditors and the Audit Committee, wherever applicable:
  - i. Deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have taken or propose to take to rectify these deficiencies.
  - ii. Significant changes in internal control over financial reporting during the year.
  - iii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iv. Instances of significant fraud of which we have become aware and the involvement therein; if any, Of the management or an employee having a significant role in the company's internal control system.

**For Bharatiya Global Infomedia Limited**

**Place: Noida**

**Date: 1<sup>st</sup> December 2016**

**Sd/-  
Rakesh Bhatia  
CMD**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members of

**Bharatiya Global Infomedia Limited**

I have examined the compliance of conditions of Corporate Governance by Bharatiya Global Infomedia Limited ('the Company'), for its financial year ended March 31, 2016, as stipulated in Regulation 15(2) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 of the Company with Stock Exchanges in India.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

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

For AKP & Associates  
Company Secretaries

**Ashutosh Kumar Pandey**  
Practicing Company Secretary  
C.P. No.7385

**Place :** Noida

**Date :** December 01st, 2016

## *Independent Auditor's Report*

### **TO THE MEMBERS OF**

### **Bharatiya Global Infomedia Limited**

### **Report on the Financial Statements**

1. We have audited the accompanying standalone financial statements of BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967) ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

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

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and, give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date ***subject to non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.40 crores alongwith accrued interest, thereby, increasing the profit by the same amount as further detailed in note no. 32 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 31, non-provision for diminution in value of quoted investment amounting to Rs 0.99 Lacs, thereby increasing the profit by the same amount as further detailed in note no. 36, confirmation and reconciliation of some of accounts as further detailed in note no. 26 and provision of gratuity etc. without considering the actuarial valuation as mentioned in note no37.***

### Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- (f) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
  - i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016, on its financial position in its financial statements.
  - ii) The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016

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

**CA. Pankaj Sharma**

Partner

Membership No. 093446

**Place :** New Delhi

**Dated :** 30/05/2016

## Annexure- A to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967) on the standalone financial statements as of and for the year ended March 31, 2016

- I (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets have been physically verified by the management during the year in a phased manner and no material discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
  - (c) The title deeds of free hold immovable properties are held in the name of the Company.
- ii. The management has conducted physical verification of inventory at reasonable intervals and no material discrepancies in inventory were noticed on physical verification.
- iii The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii), (iii) (a), (iii) (b) & (iii) (c) of the said Order are not applicable to the Company.
- iv According to the information and explanations given to us and the records of the Company examined by us, in our opinion in respect of loans, investments, guarantees & security the provisions of section 185 and 186 of the Companies Act,2013 have been complied with.
- v. The Company has not accepted any deposits from the public.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Govt. for the maintenance of Cost Records under sub section 1 of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have however, not made a detailed examination of these records.-**N/A to this Company.**
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund,employees' state insurance, income tax sales tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March,2016 for a period of more than six months from the date they became payable.

  - (b) According to the information and explanations given to us and the records of the Company examined by us, the dues outstanding of income-tax, wealth-tax, sales

tax, service-tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute as at March 31, 2016.

Name of the Statute	Nature of dues	Amount (In Rupees)	Period to which the amount relates	Remarks, if any
Income Tax Act, 1961	Demand u/s 143(1) (a)	9,57,632	2006-07	Application for Rectification u/s 154 has already been submitted
Income Tax Act, 1961	Demand u/s 115_WE	1,79,547	2009-10	Application for Rectification u/s 154 has already been submitted
Income Tax Act, 1961	Demand u/s 220(2)	1,19,522	2011-12	Adjusted against refund of AY 2013-14 and 2014-15
Income Tax Act, 1961	Demand u/s 143(3)	8,19,810	2012-13	Application has already been moved to adjust the same against the refund of AY 2009-10 and 2010-11
Income Tax Act, 1961	Demand u/s 234 E	16,200	2014-15	
		2,00,206	2013-14	
		38,400	2012-13	
		42,600	2015-16	

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- ix. Based on the audit procedures applied by us and according to the information & explanations provided by the management, the Company has not raised any moneys by further public offer (including debt instruments) during the year. Term loans taken by the company during the year have been applied for the purpose for which the loans were obtained.
- X. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. According to the records of the Company examined by us and the information and explanation given to us, the Company has paid and provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act 2013.
- xii. In our opinion & according to the information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the records of the Company examined by us and the information and explanation given to us, the company has complied with section 177 and 188 of the Companies Act 2013 in relation to transaction with related parties and the details have been disclosed in the Financial Statements.
- xiv. The company has not made any equity/preferential allotment of share warrants during the year under review and the requirement of Section 42 of the Companies Act, 2013 to be complied are not applicable.



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

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

**CA. Pankaj Sharma**  
Partner  
Membership No. 093446

**Place :** New Delhi  
**Dated :** 30/05/2016

**Annexure-B to the Independent Auditor's Report,**

## **Report on the Internal Financial Controls**

We have audited the internal financial controls over financial reporting of BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967) (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

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

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

## **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

### **CA. Pankaj Sharma**

Partner  
Membership No. 093446

**Place :** New Delhi  
**Dated :** 30/05/2016

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Balance Sheet as at 31 March 2016  
(All amounts are in Indian rupees)

Particulars	Note	Figures as at the End of Current Reporting Period 31 March 2016	Figures as at the End of Previous Reporting Period 31 March 2015
<b>i. Equity and Liabilities</b>			
1. Shareholders' funds			
(a) Share Capital	2	158,431,110	158,431,110
(b) Reserves and Surplus	3	753,322,531	746,969,155
(c) Money received against share warrants		-	-
2. Share application money pending allotment			
3. Non-Current liabilities			
(a) Long Term Borrowings	4	-	-
(b) Deferred Tax Liabilities	5	38,566,862	32,734,355
(c) Other Long Term Liabilities	6	22,016,572	13,466,535
(d) Long-Term Provisions	7	3,511,065	3,258,095
4. Current liabilities			
(a) Short-Term Borrowings	8	28,370,751	27,733,553
(b) Trade Payables		111,508,734	59,554,591
(c) Other current liabilities	9	18,987,746	9,382,802
(d) Short-Term Provisions	10	2,795,032	980,178
<b>Total</b>		<b>1,137,510,403</b>	<b>1,052,510,375</b>
<b>ii Assets</b>			
1. Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets	11.1	112,384,270	129,027,317
(ii) Intangible assets	11.2	178,881,707	111,387,400
(iii) Capital Work in Progress			
(iv) Intangible assets under development		-	69,901,724
(b) Non-current Investments	12	51,026,431	31,570,017
(c) Deferred tax Assets (net)			
(d) Long-term loans and advances	13	111,454,842	154,397,115
(e) Other Non Current Assets	14	385,240,455	150,495,492
2. Current assets			
(a) Current Investments		-	-
(b) Inventories		3,128,230	41,772,699
(c) Trade Receivables	15	180,437,533	263,047,101
(d) Cash and Cash Equivalents	16	6,445,777	8,035,509
(e) Short-Term Loans and Advances	17	95,472,132	83,952,180
(f) Other Current Assets	18	13,039,028	8,923,821
<b>Total</b>		<b>1,137,510,403</b>	<b>1,052,510,374</b>

Significant accounting policies and notes to the financial statements 1-41

As per our report attached  
For **SAMPK & ASSOCIATES**  
Chartered Accountants

Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

Place : New Delhi  
Date : 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651

Sd/-  
**Bhaarti Saha**  
CFO

**BHARATIYA GLOBEL INFOMEDIA LIMITED**  
**Statement of Profit & Loss for the period ended 31 March 2016**  
 (All amounts are in Indian rupees)

Particulars	Note No.	For the period ended 31 March 2016	For the period ended 31 March 2015
1	2	3	4
<b>(I) Revenue from Operations</b>	<b>19</b>	<b>310,790,306</b>	<b>365,189,228</b>
<b>(II) Other income</b>	<b>20</b>	<b>864,009</b>	<b>2,504,243</b>
<b>Total revenue (I+II)</b>		<b>311,654,315</b>	<b>367,693,471</b>
<b>(IV) Expenses</b>			
cost of materials consumed		-	-
<b>Purchases of stock-in-trade</b>		155,855,675	242,987,692
Change in inventories of finished goods work -in-progress and stock -in-trade		38,644,469	2,801,966
Employee benefits expenses finance cost	21	18,624,506	17,176,042
Finance Cost	22	3,958,567	3,683,894
Depreciation and amortization expenses	23	34,550,464	57,770,010
Other expenses	24	46,714,829	62,645,100
<b>Total expenses</b>		<b>298,348,510</b>	<b>387,064,704</b>
<b>(V) Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>13,305,805</b>	<b>(19,371,233)</b>
<b>(VI) Exceptional items</b>		-	<b>(15,675,384)</b>
<b>(VII) Profit before extraordinary items and tax (v-vi)</b>		<b>13,305,805</b>	<b>(3,695,849)</b>
<b>(VIII) Extraordinary items</b>		<b>702,469</b>	<b>(929,259)</b>
<b>(IX) Profit before tax (VII-VIII)</b>		<b>12,603,336</b>	<b>(2,766,590)</b>
<b>(X) Tax expense</b>			
(1) Current income tax		2,707,731	892,877
(2) Deferred tax charge		3,542,230	(2,491,980)
<b>(XI) Profit (loss) for the period from continuing operations (IX-X)</b>		<b>6,353,376</b>	<b>(1,167,487)</b>
<b>(XII) Profit (Loss) from discontinuing operations</b>		-	-
<b>(XIII) Tax expenses of discontinuing operations</b>		-	-
<b>(XIV) Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>(XV) Profit(Loss) for the period (XI+XIV)</b>		<b>6,353,376</b>	<b>(1,167,487)</b>
<b>(XVI) Earning per equity share</b>			
(1) Basic		<b>0.40</b>	<b>(0.07)</b>
(2) Diluted		<b>0.40</b>	<b>(0.07)</b>

**Significant accounting policies and notes to the financial statements 1-41**

As per our report attached  
 For **SAMPRK & ASSOCIATES**  
 Chartered Accountants  
 Firm Registration No. 013022N

**Pankaj Sharma**  
 Partner  
 Membership No.: 093446

**Place :** New Delhi  
**Date :** 30.05.2016

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

Sd/-  
**Rakesh Bhhatia**  
 Chairman cum Mg. Director  
 DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
 Director  
 DIN 00047651  
 Sd/-  
**Bhaarti Saha**  
 CFO

**BHARATIYA GLOBAL INFOMEDIA LTD**  
**CASH FLOW STATEMENT**

	DESCRIPTIONS	AS AT 31.03.2016	AS AT 31.03.2015
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit Before Tax	13,305,805	(19,371,233)
	Add :		
	Depreciation	34,550,464	57,770,010
	Loss On Sale Of Fixed Assets/Investment	-	-
	Other Income		1,909,690
	Interest Earned	(361,827)	(386,541)
	Provision for Gratuity	252,970	252,970
	<b>Operating Profit before Working Capital changes</b>	<b>47,747,412</b>	<b>40,174,896</b>
	Adjustments for :		
	Change in Trade Receivables	29,030,503	24,066,375
	Change in Loans & Advances	31,422,321	26,904,599
	Change in Current Liabilities	70,109,124	(72,111,075)
	Changes in Other Current Assets	(146,636,635)	(23,356,400)
	<b>Cash Generated from Operations</b>	<b>(16,074,687)</b>	<b>(44,496,501)</b>
	Direct Taxes Paid (net of refunds)	(892,877)	(2,506,048)
	Extra ordinary /prior period items preliminary	(702,469)	929,259
	Mat Credit	2,290,278	
	<b>Net Cash Flow from Operating Activities</b>	<b>32,367,657</b>	<b>(5,898,394)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Investments Purchased	(19,456,414)	-
	Purchase of Fixed Assets (Net)	(85,401,724)	(67,500)
	Sale of Fixed Assets	-	161,500
	Sale of Investment	-	-
	Change in Capital WIP	69,901,724	-
	Interest Earned	361,827	386,541
	<b>Net Cash Flow/(Used) in Investing Activities</b>	<b>(34,594,587)</b>	<b>480,541</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Increase (Decrease) in short term borrowing	637,198	7,568,448
	<b>Net Cash Flow from Financing Activities</b>	<b>637,198</b>	<b>7,568,448</b>
	Net Increase in Cash & Cash Equivalent (A+B+C)	(1,589,732)	2,150,595
		(1,589,732)	2,150,595
	Cash and Cash Equivalent at the beginning of the year	8,035,509	5,884,913
	<b>Cash and Cash Equivalent at the end of the year</b>	<b>6,445,777</b>	<b>8,035,508</b>

**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.

As per our report attached  
For **SAMPK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place :** New Delhi  
**Date :** 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651  
Sd/-  
**Bhaarti 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.

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

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

## **7. Inventory**

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

## **8. Retirement benefits**

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

## **9. Borrowing Cost**

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



## **10. Foreign Exchange Transaction**

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

## **11. Taxation**

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

## **12. Impairment of Assets**

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

## **13. Intangible Assets**

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

## **14. Miscellaneous Expenditure**

Miscellaneous expenditure is amortized over a period of 10 years.

## **15. Provisions, Contingent Liabilities and Contingent Assets**

Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be

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

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

Particulars	Number of Share		Number of Share	
	as at 31.03.2016	As at 31 March 2016	as at 31.03.2015	As at 31 March 2015
<b>Note 2.1 : Share capital</b>				
<b>Authorised</b> Equity Shares of Rs. 10/- Each	16,500,000	165,000,000	16,500,000	165,000,000
<b>Issued, subscribed and fully paid-up:</b>				
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	15,843,111	158,431,110	15,843,111	158,431,110
<b>Total</b>	<b>15,843,111</b>	<b>158,431,110</b>	<b>15,843,111</b>	<b>158,431,110</b>
<b>Note 2.2 : Reconciliation of Number of Shares Outstanding</b>	<b>As at 31 March 2016 Equity Shares</b>		<b>As at 31 March 2015 Equity Shares</b>	
<b>Particulars</b>	<b>Number of Shares</b>	<b>Amount</b>	<b>Number of Shares</b>	<b>Amount</b>
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	-	-	-	-
<b>At the end of the year</b>	<b>15,843,111</b>	<b>158,431,110</b>	<b>15,843,111</b>	<b>158,431,110</b>
<b>Note 2.3 : Shares held by shareholders holding more than 5% shares</b>				
<b>Name of the shareholder</b>	<b>% of Shareholdings</b>	<b>Number of shares as at 31 March 2016</b>	<b>% of Shareholdings</b>	<b>Number of shares as at 31st March 2015</b>
Rakesh Bhatia	18.55%	2,938,686	18.55%	2,938,686
Arti Bhatia	12.15%	1,924,937	12.15%	1,924,937
<b>Note 2.4 : Terms/rights attached to equity shares</b>				
The company has only one class of equity shares having a par value of Rs. 10 per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

<b>Note 3: Reserve and Surplus</b>	<b>As at 31 March 2016</b>	<b>As at 31st March 2015</b>
<b>Note 3.1: Securities premium account</b>		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	<b>575,025,690</b>	<b>575,025,690</b>
<b>Note 3.2 :General Reserve</b>		
General Reserve	21,369,715	21,369,715
	<b>21,369,715</b>	<b>21,369,715</b>
<b>Note 3.3 Profit and Loss Account</b>		
Opening balance	150,573,750	151,741,237
Add: Transferred from Profit and Loss Account	6,353,376	(1,167,487)
	<b>156,927,126</b>	<b>150,573,750</b>
	<b>753,322,531</b>	<b>746,969,155</b>
<b>Note 4: Long-term borrowings</b>		
Unsecured Loan	-	-
	-	-
<b>Note 5: Deferred Tax Liability (Net)</b>		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	34,329,173	32,812,523
	-	-
On Account of Preliminary Expenditure	4,315,857	-
On account of Unpaid retirement benefits	(78,168)	(78,168)
	-	-
<b>Net Deferred Tax Liabilities</b>	<b>38,566,862</b>	<b>32,734,355</b>
<b>Note 6: Long Term Liabilities</b>		
Advance From Customer	-	2,045,399
Sundry Creditors	22,016,572	11,421,136
	<b>22,016,572</b>	<b>13,466,535</b>
<b>Note 7: Long Term Provisions</b>		
- Provision for Gratuity	3,511,065	3,258,095
	<b>3,511,065</b>	<b>3,258,095</b>
<b>Note 8 : Short Term Borrowing</b>		
Secured Loan		
Bank of Maharastra-Cash Credit	28,370,751	27,733,553
(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.)	-	-
	-	-
	-	-
	<b>28,370,751</b>	<b>27,733,553</b>
<b>Note 9: Other current liabilities</b>		
Advance from Customer	11,509,565	3,437,371
Expenses Payable	3,377,469	3,170,014
Other payables-		-
-Audit Fee Payable	656,822	521,822
-Service Tax Payable	310,112	974,647
- VAT Payable	1,570,599	954,774
-Other Liabilities		-
-TDS payable	1,548,268	313,133
-PF Payable	14,911	11,042
	<b>18,987,746</b>	<b>9,382,802</b>

<b>Note 10: Short term provisions</b>		
-Provision for Income Tax	2,795,032	980,178
	<b>2,795,032</b>	<b>980,178</b>
<b>Note 12: Non-Current Investments</b>		
Investment in Equity Shares - Trade, Unquoted (at cost)		
- in subsidiary Companies		
127572 Equity Shares (P.Y. 73825) of Merit Exports (P) ltd	50,247,414	30,791,000
<b>Investment in Equity Shares - Trade, Quoted (at cost)</b>		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd	279,017	279,017
Market Value Rs. 180330.30/-		
<b>Investment in NCDs (Non-Trade, unquoted)</b>		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Aggregate value of unquoted investments	50,747,414	31,291,000
Aggregate value of quoted investments	279,017	279,017
	<b>51,026,431</b>	<b>31,570,017</b>
<b>Note 13: Long-term loans and advances (unsecured, considered good)</b>		
Advance to Supplier	33,036,628	35,572,394
Advance for Capital Asset	78,418,214	118,824,721
	<b>111,454,842</b>	<b>154,397,115</b>
<b>Note 14: Other Non Current Assets</b>		
WIP Movies and softwares	215,403,524	31,444,191
Debts outstanding for more than one year	155,869,756	102,290,691
Preliminary Expenses /Public Issue Exp.	13,967,175	16,760,610
	<b>385,240,455</b>	<b>150,495,492</b>
<b>Note 15: Trade Receivables (Current)</b>		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	5,527,711	127,185,491
b) Other debts		
- Considered good	174,909,822	135,861,610
	<b>180,437,533</b>	<b>263,047,101</b>
<b>Note 16: Cash and Cash Equivalents</b>		
Cash in hand (As certified by the management)	1,576,546	2,669,853
Balances with scheduled banks:		
- in current accounts	4,869,232	5,365,656
	<b>6,445,777</b>	<b>8,035,509</b>
<b>Note 17: Short-term loans and advances (unsecured, considered good)</b>		
Advances recoverable in cash or in kind or for value to be received	39,362,542	6,932,036
Inter Corporate deposits	55,000,000	55,000,000
Advance to Subsidiary	-	20,910,554
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	<b>95,472,132</b>	<b>83,952,180</b>
<b>Note 18: Other current assets</b>		
TDS Receivable	4,120,878	524,121
MAT Credit	2,290,278	1,016,814
Security Deposits	6,054,875	6,027,595
Interest Accrued but not Due	155,387	899,632
Input Vat Credit		38,049
WCT		-
Staff Advance		-
Prepaid Insurance		-
Refund Due	417,610	417,610
	<b>13,039,028</b>	<b>8,923,821</b>

BHARATIYA GLOBAL INFOMEDIA LIMITED

Note 11: Fixed Assets  
Notes 11.1 Tangible Assets

Description	Gross Block			Depreciation Block			Net Block		
	As on 01.04.2015	Additions	Sale/ Adjustment	31.03.2016	As on 01.04.2015	For the period	31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
Computer	65,809,276	-	-	65,809,276	59,475,559	2,383,514	61,859,073	3,950,203	6,333,717
Furniture & Fixtures	19,892,149	-	-	19,892,149	8,239,753	2,364,259	10,604,012	9,288,137	11,652,396
Vehicles	9,749,093	-	-	9,749,093	5,481,438	743,711	6,225,149	3,523,944	4,267,655
Plant & Machinery	03,732,839	-	-	103,732,839	25,964,857	7,923,284	33,888,141	9,844,698	77,767,982
Office Equipments	12,342,048	-	-	12,342,048	6,705,492	2,838,695	9,544,187	2,797,861	5,636,556
Office Premises	25,656,917	-	-	25,656,917	2,287,906	389,584	2,677,490	2,979,427	23,369,011
<b>Total</b>	<b>2,37,182,322</b>	<b>-</b>	<b>-</b>	<b>237,182,322</b>	<b>108,155,005</b>	<b>16,643,047</b>	<b>124,798,052</b>	<b>12,384,270</b>	<b>129,027,317</b>

Notes 11.2 Intangible Assets

Description	Gross Block			Depreciation Block			Net Block		
	As on 01.04.2015	Additions	Sale/ Adjustment	31.03.2016	As on 01.04.2015	For the period	31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
Softwares	96,594,078	-	-	96,594,078	48,035,463	17,907,417	65,942,880	30,651,198	48,558,615
Copy Right	57,828,785	85,401,724	-	143,230,509	-	-	-	143,230,509	57,828,785
Goodwill	5,000,000	-	-	5,000,000	-	-	-	5,000,000	5,000,000
<b>Total</b>	<b>159,422,863</b>	<b>85,401,724</b>	<b>-</b>	<b>244,824,587</b>	<b>48,035,463</b>	<b>17,907,417</b>	<b>65,942,880</b>	<b>178,881,707</b>	<b>111,387,400</b>
<b>Grand Total</b>	<b>396,605,185</b>	<b>85,401,724</b>	<b>-</b>	<b>482,006,909</b>	<b>156,190,468</b>	<b>34,550,464</b>	<b>190,740,932</b>	<b>291,265,977</b>	<b>240,414,717</b>

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

Particulars	"For the year ended 31 March 2016"	"For the year ended 31 March 2015"
<b>Note 19: Revenue from Operations</b>		
(a) Sale of products	236794515	340,914,892
(b) Sale of Services	73,995,791	24,274,336
(c) Other Operating Revenues	0	0
Less :-		
(d) Excise Duty	0	0
	<b>310790306</b>	<b>365189228</b>
<b>Note 20: Other Income</b>		
<b>Income from Investment &amp; Finance</b>		
(a) Interest Income	361,827	386,541
(b) Other Non Operating Income	121,510	2,029,690
(c) Net Gain on Foreign Currency Transaction	380,672	88,012
	<b>864,009</b>	<b>2,504,243</b>
<b>Note 21: Employee benefits expenses</b>		
(a) Salaries and wages	14,877,458	13,227,778
(b) Employer Contribution to EPF and other Provisions	300,190	293,167
(c) Staff welfare	3,446,858	3,655,097
	<b>18,624,506</b>	<b>17,176,042</b>
<b>Note 22: Finance cost</b>		
(a) Interest expense	3,676,357	3,516,210
(b) Other borrowing costs		
Bank charges	282,210	167,684
	<b>3,958,567</b>	<b>3,683,894</b>
<b>Note 23: Depreciation</b>		
Tangible Assets	21,373,247	39,607,992
Intangible Assets	13,177,217	18,162,018
	<b>34,550,464</b>	<b>57,770,010</b>
<b>Note 24: Other expenses</b>		
(a) Payment to Auditor as		
(i) Auditor	150,000	150,000
(ii) for Taxation Matters	-	-
(iii) For Company Law Matters	-	-
(iv) for Management services	-	-
(v) for Other Services	-	-
(vi) for Reimbursement of Expenses	-	-
(b) Administrative Expenses		
Advertisement	148372	260025
AGM / EGM & Board Meeting Expenses	70424	65550
Annual Listing fee	412980	282328
Building Repair & Maintenance	54642	188015
Cartage & Freight	102671	19662.5
Communication Expenses	2037042	1938915
Computer Repair & Maint	55920	30050
Conveyance Expense	1327138	1234695
Director Fee	40000	35000
Discount Allowed	0	19295
Donation	0	4200
Electricity	447127	637072
Fees and subscription	31926	113973
Generator Expense	100066	360781
Insurance	213079	253578
Interest & Penalties	326369	430046
Legal Expenses	64489	199700
professional Expenses	369950	427962

Miscellaneous Expenses	473841	802201
Office Expenses	2680262	2915805
Postage & Courier	525989	107612
Printing and stationery	1588094	1353152
Project Expenses	2404609	1420992
Rent	336000	719000
Repairs and maintenance	183473	305885
Society Fee	44216	265296
Tour & Travelling	1681159	1562398
Vehicle Running & Maintenance	1563100	854868
Watch & Ward Expenses	231406	300387
Water Expenses	22085	37050
(c ) Business Promotion	2,795,325	2,641,258
(d) Cost of Movie Sold	23,439,641	38,014,685
(e) Loss on sale of fixed assets	-	1,900,229
(f) Priliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
	<b>46,714,829</b>	<b>62,645,100</b>

**25. Contingent Liabilities not provided for :**

- a. Guarantees given by the company Rs. 60.55 Lacs (Pr. Year 60.28Lacs)
- b. Claims against the company not acknowledge as debts Rs 600 lacs (Pr.Year 600 Lacs)
26. 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.
27. 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.

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

a. Revenue	Current Year	Previous Year
I.T. Division	2262.14	2723.93
Media & Entertainment Division	845.76	927.96
Others	8.64	25.04
	-----	-----
<b>Total</b>	<b>3116.54</b>	<b>3676.94</b>
	=====	=====
<b>b. Profits</b>		
I.T. Division	48.26	-468.97
Media & Entertainment Division.	115.74	286.66
Others	8.64	25.04
	-----	-----
<b>Total</b>	<b>172.64</b>	<b>-156.87</b>
	=====	=====
Less: Unallocable expenses	39.59	36.84
	-----	-----
<b>Profit Before Tax</b>	<b>133.06</b>	<b>-193.71</b>
	-----	-----

**29 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  
Gaurav Bhatia- S/o Mr. Rakesh Bhatia  
Sanjeev Mittal - Director  
Kumar Pushkar-Company Secretary  
Bhaarti Partha Saha – CFO



**b) Details of Transaction:-**

	<b>As on 31.03.16 (Rs.)</b>	<b>As on 31.03.15 (Rs.)</b>
(i) Companies where control exists		
Transactions:		
Purchase-BGIL Films & Technologies Ltd	2,24,50,795	NIL
Rent received--BGIL Films & Technologies Ltd	1,20,000	1,20,000
Rent Paid- Merit Exports Private Limited	1,74,000	1,74,000
Outstanding as at Balance Sheet Date		
Payables	NIL	NIL
Receivable- BGIL Films & Technologies Ltd	2,38,86,001	NIL
Receivable-Merit Exports Private Limited	NIL	2,09,10,554
(ii) Key Management Personnel & their relatives		
Transactions:		
Directors Remuneration-Rakesh Bhatia	15,00,000	15,00,000
Directors Remuneration-Sanjeev Mittal	NIL	4,68,000
Salary-Gaurav Bhatia	720000	7,20,000
Salary-Kumar Pushkar	960000	8,89,600
Salary-Bharti Saha	480000	1,00,000
Outstanding as at Balance Sheet Date		
Amount Payable		
-Kumar Pushkar	3,21,501	3,37,501
-Rakesh Bhatia	63,798	NIL
-Sanjeev Kumar Mittal	Nil	261230
-Gaurav Bhatia	7,84,200	566700
-Bharti Saha	75,660	62600
Amount Receivable		
-Rakesh Bhatia	NIL	40,702
-Bharti Saha	79,000	NIL

30 The Company has paid Rs. 15,00,000/- to the Directors [P.Y. Rs. 19,68,000/-] as Directors Remuneration.

31 Initial Public Offer (IPO)

The utilization schedule of proceeds from IPO till 31.03.2016 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 2016	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	1035.06	205.81
8.	Cash & Escrow Bank Account & Investment ICD			587.37	
	<b>Total</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>	<b>587.37</b>

## 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.

- 32 The Company has initiated legal proceedings for the recovery of inter-corporate deposits amounting to Rs. 5.40 crores along with interest and are hopeful of recovery of same. However, no provision has been made in the books of account.
- 33 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.
- 34 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:

	<b>2015-2016</b>	<b>2014-2015</b>
Profit / (Loss) after current and deferred tax (Rs.)	63,53,375	(11,67,487)
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	0.40	(0.07)
Diluted Basic Earning per Share	0.40	(0.07)

	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
35 Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service (Including exchange rate fluctuation gain)	NIL	1,09,86,167
Expenditure in Foreign Currency:		
Purchase of Hardware	NIL	2,08,129

- 36 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. 98686.70 is temporary in nature.

37 There is provision in respect of retirement benefits such as gratuity as per Accounting Standard 15 issued by ICAI has been made as per assumptions of management.

**38 Lease Terms**

Operating Lease:

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

	<b>2015-2016</b>	<b>2014-2015</b>
Office/Guest House/ Residential Premises	3.63 Lacs	7.19 Lacs

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

	<b>2015-2016</b>	<b>2014-2015</b>
Office/Guest House/ Residential Premises	1.20 Lacs	1.20 Lacs

39 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 2016. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.

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

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

As per our report attached  
For **SAMPK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place :** New Delhi  
**Date :** 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983  
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**

1. We have audited the accompanying Consolidate financial statements of BHARATIYA GLOBAL INFOMEDIA LIMITED (CIN No. L74999DL1994PLC062967) ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Standalone Financial Statements**

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

#### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these Consolidate financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts

and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and, give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date **subject to non-provision of amount recoverable from inter-corporate deposits amounting to principal amount of Rs 5.40 crores alongwith accrued interest, thereby, increasing the profit by the same amount as further detailed in note no. 32 of notes to accounts, non-provision of penalty imposed by SEBI of Rs 6 crores as further detailed in note no 31, non-provision for diminution in value of quoted investment amounting to Rs 0.99 Lacs, thereby increasing the profit by the same amount as further detailed in note no. 36, confirmation and reconciliation of some of accounts as further detailed in note no. 26 and provision of gratuity etc. without considering the actuarial valuation as mentioned in note no37.**

### Other Matter

The accompanying consolidated financial statement include total assets of Rs 6,25,06,913/- as on 31st March, 2016, total revenue (including other income) of Rs 8,32,541/-, net profit after current and deferred tax of Rs 29,072/- and net cash flow of Rs (3,28,889/-) for the period ended on 31st March, 2016 in respect of the subsidiary company, which we did not audit, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of subsidiary, and our report in terms of sub-section (3) and (11) of Section 143 of the Act, in so far as it relates to aforesaid subsidiary, is based solely on the report of such auditor

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

## **Report on Other Legal and Regulatory Requirements**

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
    - i) The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016, on its financial position in its financial statements.
    - ii) The Company has made provision as at March 31, 2016, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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

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

**CA. Pankaj Sharma**

Partner

Membership No. 093446

**Place :** New Delhi

**Dated :** 30/05/2016

**BHARATIYA GLOBAL INFOMEDIA LIMITED**  
Consolidated Balance Sheet as at 31 March 2016  
(All amounts are in Indian rupees)

Particulars	Note	Figures as at the End of Current Reporting Period 31 March 2016	Figures as at the End of Previous Reporting Period 31 March 2015
<b>I. Equity and Liabilities</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	2	158,431,110	158,431,110
(b) Reserves and Surplus	3	752,133,125	748,310,889
(c) Money received against share warrants		-	-
<b>2. Share application money pending allotment</b>		-	400,000
<b>3. Minority Interest</b>		5,969,162	4,558,277
<b>4. Non-Current liabilities</b>			
(a) Long Term Borrowings	4	-	-
(b) Deferred Tax Liabilities	5	38,564,937	32,736,280
(c) Other Long Term Liabilities	6	22,016,572	13,466,535
(d) Long-Term Provisions	7	3,511,065	3,258,095
<b>5. Current liabilities</b>			
(a) Short-Term Borrowings	8	34,770,751	27,733,553
(b) Trade Payables		111,508,734	61,386,591
(c) Other current liabilities	9	22,838,049	9,547,051
(d) Short-Term Provisions	10	2,793,109	980,178
<b>Total</b>		<b>1,152,536,614</b>	<b>1,060,808,559</b>
<b>II. Assets</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets	11		
(i) Tangible assets	11.1	114,576,368	131,249,472
(ii) Intangible assets	11.2	178,881,707	111,387,400
(iii) Capital Work in Progress		50,606,250	43,136,330
(iv) Intangible assets under development		-	69,901,724
<b>2. Goodwill on Consolidation</b>		2,764,812	2,764,812
(b) Non-current Investments	12	1,079,017	1,079,017
(c) Deferred tax Assets (net)		-	-
(d) Long-term loans and advances	13	120,645,463	163,591,703
(e) Other Non Current Assets	14	385,240,455	150,495,492
<b>3. Current assets</b>			
(a) Current Investments		-	-
(b) Inventories		3,128,230	41,772,699
(c) Trade Receivables	15	180,437,533	263,246,001
(d) Cash and Cash Equivalents	16	6,665,621	8,625,382
(e) Short-Term Loans and Advances	17	95,472,132	64,198,626
(f) Other Current Assets	18	13,039,028	9,359,901
<b>Total</b>		<b>1,152,536,614</b>	<b>1,060,808,559</b>

Significant accounting policies and notes to the financial statements 1-41

As per our report attached  
For **SAMPRK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place** : New Delhi  
**Date** : 30.05.2016

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

Sd/-  
**Rakesh Bhatia**  
Chairman cum Mg. Director  
DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651  
Sd/-  
**Bhaarti Saha**  
CFO



**BHARATIYA GLOBAL INFOMEDIA LIMITED**  
**Consolidated Profit & Loss statement for the year ended 31st March 2016**  
(All amounts are in Indian rupees)

Particulars	Note No.	For the period ended 31 March 2016	For the period ended 31 March 2015
1	2	3	4
<b>(I) Revenue from Operations</b>	<b>19</b>	<b>310,790,306</b>	<b>365,189,228</b>
<b>(II) Other income</b>	<b>20</b>	<b>1,522,550</b>	<b>3,097,243</b>
<b>Total revenue (I+II)</b>		<b>312,312,856</b>	<b>368,286,471</b>
<b>(V) Expenses</b>			
cost of materials consumed		-	-
Purchases of stock-in-trade		155,855,675	242,987,692
Change in inventories of finished goods work -in-progress and stock -in-trade		38,644,469	2,801,966
Employee benefits expenses finance cost	21	19,103,030	17,765,469
Finance Cost	22	3,966,183	3,684,597
Depreciation and amortization expenses	23	34,580,521	57,800,067
Other expenses	24	46,789,498	62,604,538
<b>Total expenses</b>		<b>298,939,376</b>	<b>387,644,329</b>
<b>(V) Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>13,373,480</b>	<b>(19,357,858)</b>
<b>(VI) Exceptional items</b>		-	<b>(15,675,384)</b>
<b>(VII) Profit before extraordinary items and tax (V-VI)</b>		<b>13,373,480</b>	<b>(3,682,474)</b>
<b>(VIII) Extraordinary items</b>		<b>702,469</b>	<b>(929,259)</b>
<b>(IX) Profit before tax (vii-viii)</b>		<b>12,671,011</b>	<b>(2,753,215)</b>
(X) Tax expense			
(1) Current income tax		2,726,109	892,877
(2) Deferred tax charge		3,544,155	(2,491,980)
<b>(XI) Profit (loss) for the period from continuing operations (IX-X)</b>		<b>6,400,747</b>	<b>(1,154,112)</b>
<b>(XII) Profit (Loss) from discontinuing operations</b>		-	-
<b>(XIII) Tax expenses of discontinuing operations</b>		-	-
<b>(XIV) Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>(XV) Share of Minority Interest</b>		<b>3,320</b>	<b>1,790</b>
<b>(XVI) Profit (Loss) for the period (XI+XIV-XV)</b>		<b>6,397,427</b>	<b>(1,155,902)</b>
<b>(XVII) Earning per equity share</b>			
(1) Basic		<b>0.40</b>	<b>(0.07)</b>
(2) Diluted		<b>0.40</b>	<b>(0.07)</b>

**Significant accounting policies and notes to the financial statements 1-41**

As per our report attached  
For **SAMPK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place** : New Delhi  
**Date** : 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983  
Sd/-  
**Kumar Pushkar**  
(Company Secretary)  
Membership No.: A25246

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651  
Sd/-  
**Bhaarti Saha**  
CFO

**BHARATIYA GLOBAL INFOMEDIA LTD  
CONSOLIDATED CASH FLOW STATEMENT**

	DESCRIPTIONS	AS AT 31.03.2016	AS AT 31.03.2015
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		-
	Net Profit Before Tax	13,373,480	(19,357,858)
	Add :		
	Depreciation	34,580,521	57,800,067
	Loss On Sale Of Fixed Assets/Investment	-	-
	Other Income	-	1,900,229
	Interest Earned	(361,827)	(386,541)
	Provision for Gratuity	252,970	252,970
	<b>Operating Profit before Working Capital changes</b>	<b>47,845,144</b>	<b>40,208,867</b>
	<b>Adjustments for :</b>		
	Change in Trade Receivables	29,229,403	24,066,376
	Change in Loans & Advances	2,588,029	28,258,153
	Change in Current Liabilities	71,963,178	(70,310,101)
	Changes in Other Current Assets	(146,200,555)	(23,356,400)
	Transfer to goodwill	-	(5,516)
	Transfer to minority Interest	(1,410,885)	4,880
	<b>Cash Generated from Operations</b>	<b>(43,830,830)</b>	<b>(41,342,608)</b>
	Direct Taxes Paid (net of refunds)	(892,877)	(2,500,561)
	Extra ordinary /prior period items preliminary	729,497	2,089,022
	Goodwill on Consolidation/Minority Interest	-	-
	Mat Credit	2,290,278	-
	<b>Net Cash Flow from Operating Activities</b>	<b>6,141,213</b>	<b>(1,545,280)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Investments Purchased	-	-
	Purchase of Fixed Assets (Net)	(85,401,724)	(67,500)
	Sale of Fixed Assets	-	151,500
	Sale of Investment	-	-
	Change in Capital WIP	69,901,724	(4,852,410)
	Interest Earned	361,827	348,221
	<b>Net Cash Flow/(Used) in Investing Activities</b>	<b>(15,138,173)</b>	<b>(4,420,189)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Share Application Money	-	400,000
	Increase (Decrease) in short term borrowing	7,037,198	7,568,448
	<b>Net Cash Flow from Financing Activities</b>	<b>7,037,198</b>	<b>7,968,448</b>
	<b>Net Increase in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>(1,959,763)</b>	<b>2,002,979</b>
		<b>(1,959,763)</b>	<b>2,002,979</b>
	<b>Cash and Cash Equivalent at the beginning of the year</b>	<b>8,625,383</b>	<b>6,622,403</b>
	<b>Cash and Cash Equivalent at the end of the year</b>	<b>6,665,620</b>	<b>8,625,382</b>

**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.

As per our report attached  
For **SAMPARK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place :** New Delhi  
**Date :** 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651  
Sd/-  
**Bhaarti 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 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) Depreciation on fixed assets is provided on the straight line method at the life prescribed in Schedule II of the Companies Act, 2013.
- b) Depreciation on fixed assets in subsidiary company is provided on the written down value method at the Life prescribed in Schedule II of the Companies Act, 2013.
- c) Depreciation is provided on pro-rata basis, with reference to the date of addition.

## **7. Inventory**

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

## **8. Retirement benefits**

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

## **9. Borrowing Cost**

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

## **10. Foreign Exchange Transaction**

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

## **11. Taxation**

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

## **12. Impairment of Assets**

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

## **13. Intangible Assets**

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

## **14. Miscellaneous Expenditure**

Miscellaneous expenditure is amortized over a period of 10 years.

## **15. Provisions, Contingent Liabilities and Contingent Assets**

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

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

Particulars	Number of Share as at 31.03.2016	As at 31 March 2016	Number of Share as at 31.03.2015	As at 31 March 2015
<b>Note 2.1 : Share capital</b>				
<b>Authorised</b> Equity Shares of Rs. 10/- Each	16,500,000	165,000,000	16,500,000	165,000,000
<b>Issued, subscribed and fully paid-up:</b>				
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	15,843,111	158,431,110	15,843,111	158,431,110
<b>Total</b>	<b>15,843,111</b>	<b>158,431,110</b>	<b>15,843,111</b>	<b>158,431,110</b>
<b>Note 2.2 : Reconciliation of Number of Shares Outstanding</b>				
	<b>As at 31 March 2016 Equity Shares</b>		<b>As at 31 March 2015 Equity Shares</b>	
<b>Particulars</b>	<b>Number of Shares</b>	<b>Amount</b>	<b>Number of Shares</b>	<b>Amount</b>
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	-	-	-	-
<b>At the end of the year</b>	<b>15,843,111</b>	<b>158,431,110</b>	<b>15,843,111</b>	<b>158,431,110</b>
<b>Note 2.3 : Shares held by shareholders holding more than 5% shares</b>				
<b>Name of the shareholder</b>	<b>% of Shareholdings</b>	<b>Number of shares as at 31 March 2016</b>	<b>% of Shareholdings</b>	<b>Number of shares as at 31st March 2015</b>
Rakesh Bhatia	18.55%	2,938,686	18.55%	2,938,686
Arti Bhatia	12.15%	1,924,937	12.15%	1,924,937
<b>Note 2.4 : Terms/rights attached to equity shares</b>				
The company has only one class of equity shares having a par value of Rs. 10 per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

<b>Note 3: Reserve and Surplus</b>	<b>As at 31 March 2016</b>	<b>As at 31st March 2015</b>
<b>Note 3.1: Securities premium account</b>		
Opening balance	575,025,690	575,025,690
Add: Addition during the year	-	-
	<b>575,025,690</b>	<b>575,025,690</b>
<b>Note 3.2 :General Reserve</b>		
General Reserve	21,369,715	21,369,715
	<b>21,369,715</b>	<b>21,369,715</b>
<b>Note 3.3 Profit and Loss Account</b>		
Opening balance	151,915,484	151,914,386
Add: Transferred from Profit and Loss Account	6,397,427	(1,155,902)
Add :-Trf to Prior Period Items/ Minority Interest	(2,575,191)	1,157,000
	<b>155,737,720</b>	<b>151,915,484</b>
	<b>752,133,125</b>	<b>748,310,889</b>
<b>Note 4: Long-term borrowings</b>		
Unsecured Loan	-	-
	-	-
<b>Note 5: Deferred Tax Liability (Net)</b>		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting	34,327,248	32,814,448
	-	-
On Account of Preliminary Expenditure	4,315,857	-
On account of Unpaid retirement benefits	(78,168)	(78,168)
	-	-
Net Deferred Tax Liabilities	<b>38,564,937</b>	<b>32,736,280</b>
<b>Note 6: Long Term Liabilities</b>		
Advance From Customer	-	2,045,399
Sundry Creditors	22,016,572	11,421,136
	<b>22,016,572</b>	<b>13,466,535</b>
<b>Note 7: Long Term Provisions</b>		
- Provision for Gratuity	3,511,065	3,258,095
	<b>3,511,065</b>	<b>3,258,095</b>
<b>Note 8 : Short Term Borrowing</b>		
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.)	28,370,751	27,733,553
	-	-
	-	-
Unsecured Loan	6,400,000	-
	<b>34,770,751</b>	<b>27,733,553</b>
<b>Note 9: Other current liabilities</b>		
Advance from Customer	11,509,565	3,437,371
Expenses Payable	3,377,469	3,258,128
Other payables-		
-Audit Fee Payable	686,822	544,322
-Service Tax Payable	310,112	974,647
- VAT Payable	1,570,599	954,774
-Other Liabilities	3,820,303	49,667
-TDS payable	1,548,268	317,100
-PF Payable	14,911	11,042
	<b>22,838,049</b>	<b>9,547,051</b>
<b>Note 10: Short term provisions</b>		
-Provision for Income Tax	2,793,109	980,178
	<b>2,793,109</b>	<b>980,178</b>

BHARATIYA GLOBAL INFOMEDIA LIMITED

Note 11: Fixed Assets  
Notes 11.1 Tangible Assets

Description	Gross Block			Depreciation Block			Net Block			
	As on 01.04.2015	Additions	Sale/ Adjustment	31.03.2016	As on 01.04.2015	For the period	Adjustment	31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
Computer	65,809,276	-	-	65,809,276	59,475,559	2,383,514	-	61,859,073	3,950,203	6,333,717
Furniture & Fixtures	19,892,149	-	-	19,892,149	8,239,753	2,364,259	-	10,604,012	9,288,137	11,652,396
Vehicles	9,749,093	-	-	9,749,093	5,481,438	743,711	-	6,225,149	3,523,944	4,267,655
Plant & Machinery	103,732,839	-	-	103,732,839	25,964,857	7,923,284	-	33,888,141	69,844,698	77,767,982
Office Equipments	12,342,048	-	-	12,342,048	6,705,492	2,838,695	-	9,544,187	2,797,861	5,636,556
Office Premises	28,335,905	-	-	28,335,905	4,225,489	419,641	-	4,645,130	23,690,775	24,110,416
Freehold Land	1,480,750	-	-	1,480,750	-	-	-	-	1,480,750	1,480,750
<b>Total</b>	<b>241,342,060</b>	<b>-</b>	<b>-</b>	<b>241,342,060</b>	<b>110,092,588</b>	<b>16,673,104</b>	<b>-</b>	<b>126,765,692</b>	<b>114,576,368</b>	<b>131,249,472</b>

Notes 11.2 Intangible Assets

Description	Gross Block			Depreciation Block			Net Block			
	As on 01.04.2015	Additions	Sale/ Adjustment	31.03.2016	As on 01.04.2015	For the period	djustment	31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
Softwares	96,594,078	-	-	96,594,078	48,035,463	17,907,417	-	65,942,880	30,651,198	48,556,615
Copy Right	57,828,785	85,401,724	-	143,230,509	-	-	-	-	143,230,509	57,828,785
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000
<b>Total</b>	<b>59,422,863</b>	<b>85,401,724</b>	<b>-</b>	<b>244,824,587</b>	<b>48,035,463</b>	<b>17,907,417</b>	<b>-</b>	<b>65,942,880</b>	<b>178,881,707</b>	<b>111,387,400</b>
<b>Grand Total</b>	<b>400,764,923</b>	<b>85,401,724</b>	<b>-</b>	<b>486,166,647</b>	<b>158,128,051</b>	<b>34,580,521</b>	<b>-</b>	<b>192,708,572</b>	<b>293,458,075</b>	<b>242,636,872</b>



<b>Note 12: Non-Current Investments</b>		
<b>Investment in Equity Shares - Trade, Unquoted (at cost)</b>		
30000 Equity Shares (P.Y. 30000) of Life Span Insurance Agency Pvt. Ltd	300,000	300,000
<b>Investment in Equity Shares - Trade, Quoted (at cost)</b>		
111315 Equity Shares (P.Y. 111315) of BGIL Films & Technologies Ltd Market Value Rs. 180330.30/-	279,017	279,017
<b>Investment in NCDs (Non-Trade, unquoted)</b>		
500 Units (P.Y. 500) of Religare Securities Limited	500,000	500,000
Aggregate value of unquoted investments	800,000	800,000
Aggregate value of quoted investments	279,017	279,017
	<b>1,079,017</b>	<b>1,079,017</b>
<b>Note 13: Long-term loans and advances (unsecured, considered good)</b>		
Advance to Supplier	33,036,628	35,572,394
Security Money	105,915	105,915
Advance for Capital Asset	87,502,920	127,913,394
	<b>120,645,463</b>	<b>163,591,703</b>
<b>Note 14: Other Non Current Assets</b>		
WIP Movies and softwares	215,403,524	31,444,191
Debts outstanding for more than one year	155,869,756	102,290,691
Preliminary Expenses /Public Issue Exp.	13,967,175	16,760,610
	<b>385,240,455</b>	<b>150,495,492</b>
<b>Note 15: Trade Receivables (Current)</b>		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	5,527,711	127,185,491
b) Other debts		
- Considered good	174,909,822	136,060,510
	<b>180,437,533</b>	<b>263,246,001</b>
<b>Note 16: Cash and Cash Equivalents</b>		
Cash in hand (As certified by the management)	1,782,363	3,245,606
Balances with scheduled banks:		
- in current accounts	4,883,259	5,379,776
	<b>6,665,621</b>	<b>8,625,382</b>
<b>Note 17: Short-term loans and advances (unsecured, considered good)</b>		
Advances recoverable in cash or in kind or for value to be received	39,362,542	8,089,036
Inter Corporate deposits	55,000,000	55,000,000
Interest Accrued on Inter Corporate deposits	1,109,590	1,109,590
	<b>95,472,132</b>	<b>64,198,626</b>
<b>Note 18: Other current assets</b>		
TDS Receivable	4,120,878	546,221
MAT Credit	2,290,278	1,016,814
Security Deposits	6,054,875	6,027,595
Interest Accrued but not Due	155,387	899,632
Input Vat Credit		38,049
WCT		-
Staff Advance		395,680
Prepaid Insurance		-
Refund Due	417,610	435,910
	<b>13,039,028</b>	<b>9,359,901</b>

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Notes forming part of the accounts  
(All amounts are in Indian Rupees)

<b>Note 3: Reserve and Surplus</b>	<b>As at 31 March 2016</b>	<b>As at 31st March 2015</b>
<b>Note 19: Revenue from Operations</b>		
(a) Sale of products	236794515	340,914,892
(b) Sale of Services	73,995,791	24,274,336
(c) Other Operating Revenues	-	-
Less :-		
(d) Excise Duty	-	-
	<b>310790306</b>	<b>365189228</b>
<b>Note 20: Other Income</b>		
(a) Interest Income	361,827	386,541
(b) Other Non Operating Income	780,051	2,622,690
(c) Net Gain on Foreign Currency Transaction	380,672	88,012
	<b>1,522,550</b>	<b>3,097,243</b>
<b>Note 21: Employee benefits expenses</b>		
(a) Salaries and wages	15,275,197	13,720,960
(b) Employer Contribution to EPF and other Provisions	300,190	293,167
(c) Staff welfare	3,527,643	3,751,342
	<b>19,103,030</b>	<b>17,765,469</b>
<b>Note 22: Finance cost</b>		
(a) Interest expense	3,676,357	3,516,210
(b) Other borrowing costs		
Bank charges	289,826	168,387
	<b>3,966,183</b>	<b>3,684,597</b>
<b>Note 23: Depreciation</b>		
Tangible Assets	21,403,304	39,638,049
Intangible Assets	13,177,217	18,162,018
	<b>34,580,521</b>	<b>57,800,067</b>
<b>Note 24: Other expenses</b>		
(a) Payment to Auditor as		
(i) Auditor	157,500	157,500
(ii) for Taxation Matters	-	-
(iii) For Company Law Matters	-	-
(iv) for Management services	-	-
(v) for Other Services	-	-
(vi) for Reimbursement of Expenses	-	-
(b) Administrative Expenses		
Advertisement	148372	260025
AGM / EGM & Board Meeting Expenses	70424	70860
Annual Listing fee	412980	282328
Building Repair & Maintenance	54642	188015
Cartage & Freight	102671	19662.5
Communication Expenses	2037042	1938915
Computer Repair & Maint	55920	30050
Conveyance Expense	1353992	1260682
Director Fee	40000	35000
Discount Allowed	0	19295
Donation	0	4200
Electricity	554583	637072
Fees and subscription	31926	113973
Generator Expense	100066	360781
Insurance	234647	274902
Interest & Penalties	326369	430046
Legal Expenses	64489	199700
professional Expenses	369950	427962
Miscellaneous Expenses	473841	802201
Office Expenses	2714159	2944687
Postage & Courier	525989	107612

Printing and stationery	1602640	1361842
Project Expenses	2404609	1420992
Rent	162000	545000
Repairs and maintenance	220321	341630
Society Fee	44216	265296
Tour & Travelling	1681159	1562398
Vehicle Running & Maintenance	1563100	854868
Watch & Ward Expenses	231406	300387
Water Expenses	22085	37050
(c ) Business Promotion	2,795,325	2,641,258
(d) Cost of Movie Sold	23,439,641	38,014,685
(e) Loss on sale of fixed assets	-	1,900,229
(f) Priliminary Expenses/Public Issue Expenses written off	2,793,435	2,793,435
	<b>46,789,498</b>	<b>62,604,538</b>

**25. Contingent Liabilities not provided for :**

a. Guarantees given by the company Rs. 60.55 Lacs (Pr. Year 60.28Lacs)

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

26. 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.

27. 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.

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

<b>a. Revenue</b>	<b>Current Year</b>	<b>Previous Year</b>
I.T. Division	2262.14	2723.93
Media & Entertainment Division	845.76	927.96
Others	15.23	25.04
	-----	-----
<b>Total</b>	<b>3123.13</b>	<b>3676.94</b>
	=====	=====
<b>b. Profits</b>		
I.T. Division	-67.59	-473.30
Media & Entertainment Division.	225.75	285.60
Others	15.23	30.97
	-----	-----
<b>Total</b>	<b>173.39</b>	<b>-156.73</b>
	=====	=====
Less: Unallocable expenses	39.67	36.65
	-----	-----
<b>Profit Before Tax</b>	<b>133.73</b>	<b>-193.38</b>
	-----	-----

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

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

**b) Details of Transaction:-**

	<b>As on 31.03.16 (Rs.)</b>	<b>As on 31.03.15 (Rs.)</b>
<b>(i) Companies where control exists</b>		
<b>Transactions:</b>		
Purchase-BGIL Films & Technologies Ltd	2,24,50,795	NIL
Rent received--BGIL Films & Technologies Ltd	1,20,000	1.20,000
Outstanding as at Balance Sheet Date		
Payables	NIL	NIL
Receivable- BGIL Films & Technologies Ltd	2,38,86,001	NIL
<b>(ii) Key Management Personnel &amp; their relatives</b>		
<b>Transactions:</b>		
Directors Remuneration-Rakesh Bhatia	15,00,000	15,00,000
Directors Remuneration-Sanjeev Mittal	NIL	4,68,000
Salary-Gaurav Bhatia	720000	7,20,000
Salary-Kumar Pushkar	960000	8,89,600
Salary-Bharti Saha	480000	1,00,000
<b>Outstanding as at Balance Sheet Date</b>		
Amount Payable		
-Kumar Pushkar	3,21,501	3,37,501
-Rakesh Bhatia	63,798	NIL
-Sanjeev Kumar Mittal	Nil	261230
-Gaurav Bhatia	7,84,200	566700
-Bharti Saha	75,660	62600
Amount Receivable		
-Rakesh Bhatia	NIL	40,702
-Bharti Saha	79,000	NIL

30 The Company has paid Rs. 15,00,000/- to the Directors [P.Y. Rs. 19,68,000/-] as Directors Remuneration.

**31 Initial Public Offer (IPO)**

The utilization schedule of proceeds from IPO till 31.03.2016 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 2016	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	1035.06	205.81
8.	Cash & Escrow Bank Account & Investment ICD			587.37	
	<b>Total</b>	<b>5553.08</b>	<b>5553.08</b>	<b>5553.08</b>	<b>587.37</b>

## 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.

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

33 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.

34 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:

	<b>2015-2016</b>	<b>2014-2015</b>
Profit / (Loss) after current and deferred tax (Rs.)	63,397,427	(11,55,902)
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	0.40	(0.07)
Diluted Basic Earning per Share	0.40	(0.07)

	<b>Current Year (Rs.)</b>	<b>Previous Year (Rs.)</b>
35 Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software/Service (Including exchange rate fluctuation gain)	NIL	1,09,86,167
Expenditure in Foreign Currency:		
Purchase of Hardware	NIL	2,08,129

36 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. 98686.70 is temporary in nature.

37 There is provision in respect of retirement benefits such as gratuity as per Accounting

Standard 15 issued by ICAI has been made as per assumptions of management.

**38 Lease Terms**

Operating Lease:

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

	<b>2015-2016</b>	<b>2014-2015</b>
Office/Guest House/ Residential Premises	1.89 Lacs	5.45 Lacs

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

	<b>2015-2016</b>	<b>2014-2015</b>
Office/Guest House/ Residential Premises	1.20 Lacs	1.20 Lacs

**39** 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 2016. Thus the balance in secured Loans is shown inclusive of interest Accrued thereon.

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

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

As per our report attached  
For **SAMPK & ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 013022N

**Pankaj Sharma**  
Partner  
Membership No.: 093446

**Place :** New Delhi  
**Date :** 30.05.2016

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

Sd/-  
**Rakesh Bhattia**  
Chairman cum Mg. Director  
DIN : 000046983

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

Sd/-  
**Sanjay Kapoor**  
Director  
DIN 00047651

**Bhaarti Saha**  
CFO

**BHARATIYA GLOBAL INFOMEDIA LIMITED**

Registered Office: 1301, 13th Floor, 17, Vijaya Building, Connaught Place, New Delhi-110001  
CIN: L74999DL1994PLC062967  
www.bgil.in| Tel: +91-120-4227792, +91-120-4227795

**ATTENDANCE SLIP**

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

I hereby record my presence at 22nd Annual General Meeting of the Company held on Friday, 30th December 2016, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

SIGNATURE OF THE SHAREHOLDER/PROXY





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### Form MGT-11 PROXY FORM

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

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

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

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on the 30th December 2016 at 10:15 a.m. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
Ordinary Business		For	Against
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2016		
2.	Re-appointment of Directors		
3.	Appointment of M/s. SAMPRK Associates., Chartered Accountants as Statutory Auditors and fix their remuneration		
Special Business			
4.	To Sell/Transfer/Dispose off Digital post production studio under same management		
5.	Utilization of IPO Proceeds		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue

**Note:**

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 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. A member holding more than ten percent 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 proxy for any other person or shareholder.,
4. For the Resolutions, Notes and Explanatory Statement, please refer to the notice of the 22nd Annual General Meeting.
5. \*\* It is optional to put '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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.



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**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.bgi.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/-**  
**Rakesh Bhatia**  
**(CMD)**

<b>E-COMMUNICATION REGISTRATION FORM</b>	
Folio No. /DP ID & Client ID:.....	.....
Name of the 1 Registered Holder:.....	.....
Name of the Joint Holder[s]: (1).....	(2).....
<b>Registered Address:</b>	
.....	
.....	
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.	

