"कर्मण्ये एाधिकारस्ते मा फलेषु कदाचन।
मां कर्मफलहेतुर्भू:मा ते सडगोस्त्वकर्मधि।।"

BGIL Vision

"To be the premier growth company by achieving its target by delivering unsurpassed value to BGIL customers & associates by providing Innovative & Technologically advanced Total Solutions and Services enhancing the safety, security, comfort and creative productivity of the overall environment around them."

BGIL Mission

"BGIL's mission is to use our extensive IT and IT-enabled services through its experience to deliver tangible business results enabling our clients in industry and government to profit from the advanced use of technology in our Product & Business Solutions and Services. We strive to build long-term client relationships based on mutual trust and respect."

BGIL Quality Policy

"BGIL Team is always dedicated to provide the best of its overall services and is always motivated to satisfy its clients through the innovative ideas, products and overall services which meet the requirements of our clients every time."

Board of Directors

Mr. Rakesh Bhhatia
Chairman & Managing Director

Mr. Sanjeev Kumar Mittal
Executive Director- Technical

Mrs. Arti Bhatia
Director

Mr. Sanjay Kapoor
Director

Mr. Harjit Singh Anand
Director

Mrs. Jaya Misra
Director

Mr. Anil Kumar Kapoor
Director

COMPANY SECRETARY & COMPLIANCE OFFICER
Mr. Kumar Pushkar

AUDITORS
M/s SNMG & Co
Chartered Accountants
E-35 LGF, Basement,Lajpat Nagar-III,
New Delhi-110024

BANKERS
Royal Bank of Scotland N.V.

REGISTERED OFFICE
623, 6th Floor, Devika Tower, 6
Nehru Place, New Delhi – 110019

CORPORATE OFFICE
B-60, Sector-57, Noida
Uttar Pradesh-201301

BRANCH OFFICE
801-804, Heritage Plaza,
Opp. Indian Oil Nagar,
J.P. Road, Andheri (W),
Mumbai-400053

REGISTRAR & SHARE TRANSFER AGENT
KARVY COMPUTERSHARE (P) LTD
Plot. No. 17-24, Vithalrao Nagar
Madhapur, Hyderabad - 500086
Andhra Pradesh

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Director's Report

Dear Members,

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the audited Statements of Accounts for the financial year ended on 31st March, 2011.

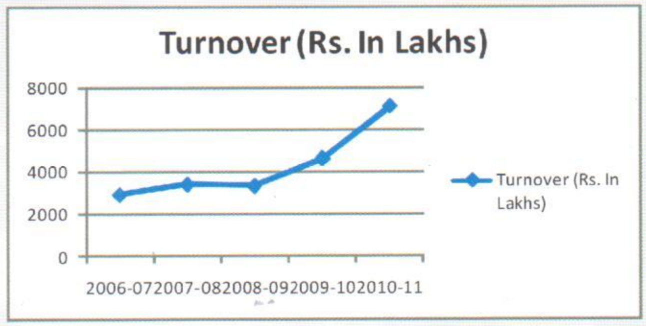
Financial Results

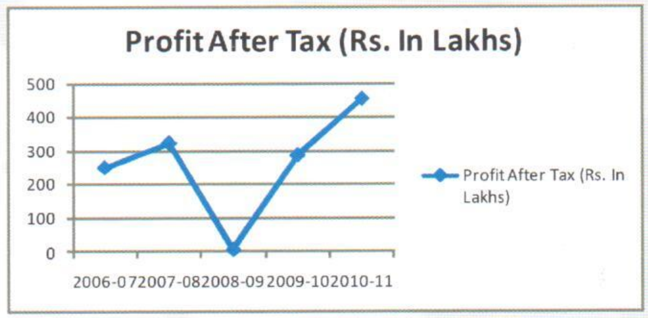
The Financial Results of the Company for the period under review are as summarized below. The previous figures in the Financial Statements have been regrouped, wherever necessary.

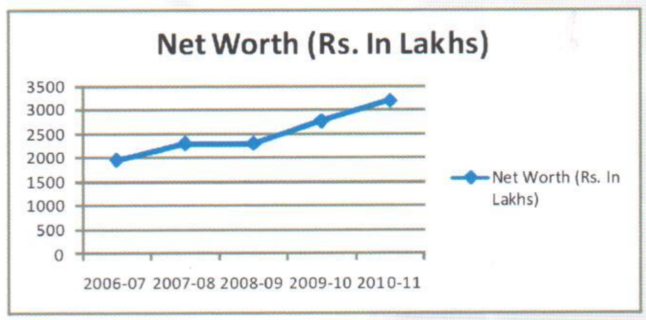
(Rs. In Lacs)

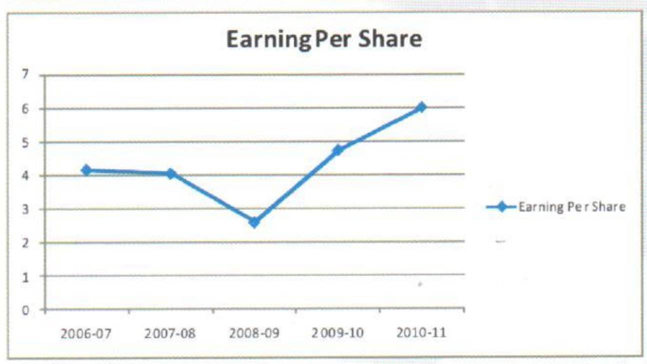
Particulars	**For the Year ended 31st March 2011**	For the Year Ended 31st March 2010
Income from operations	**7096.32**	4631.12
Other Income	**4.31**	5.59
Total Income	**7100.63**	4636.71
Total Expenditure	**6415.92**	4227.74
Profit before Tax	**684.71**	408.97
Less: Provision for taxation	**137.28**	84.33
Less: Deferred tax	**84.61**	46.15
Profit after tax	**462.81**	278.48
Amount available for appropriation	**477.52**	278.23
Add: Balance as per last Balance sheet	**880.34**	602.10
Surplus available	**1357.86**	880.34
Amount Transfer to General Reserve	**135.78**	0.00
Surplus carried to Balance Sheet	**1222.07**	880.34
Paid Up Equity Share Capital	**912.31**	684.23
Reserves & Surplus	**2347.62**	2098.18

The Board of Directors are pleased to state that during the year ended on 31st March 2011, the Company has made best use of the market forces and has taken advantage of the business opportunities that has come its way. During the financial year ending 31st March, 2011 under review, the total revenues increased to Rs. 7100.63 Lacs from Rs. 4636.71 Lacs in the previous financial year ended on 31st March 2010. The operating profit earned during the year is Rs. 684.71 Lacs and Profit after Tax is Rs. 462.81 Lacs against Rs. 408.97 & Rs.278.48 Lacs respectively as compared to last year. The improvement in performance of the Company may be attributed to greater focus on archiving operating efficiencies, cost containment and concentration of product with high margins.









OPERATIONS

BGIL's IT division have been rapidly expanding its presence across industry verticals, viz. Telecom, e-Governance, BFSI, Power, Media & Entertainment, Retail, Healthcare, Infrastructure, Railways, Education, Homeland security, Cooperative banks and Defense.

Our Media & Entertainment Division has a Digital Post Production Studio, known as BGIL Studio at Andheri (West), Mumbai. It is an integrated end to end Film's Post Production and Visual Effects Services House. It offers services ranging from visual effects, digital film lab (digital intermediate, high-resolution film scanning and film recording) and editing and motion control to High Definition production.

The income from IT Division increased to Rs. 6,846.48 lakhs in FY 2010-11 from Rs. 4,361.87 lakhs in FY 2009-10. During FY 2010-11, we launched 11 new products–toll management system, canteen management system, asset tracking system, employee tracking system, parking management system, parking guidance system, smart campus system, visitor management system, intelligence mast controller system, file tracking system and laptop tracking system. During the same period, we also added a number of global system integrators as our customers who contributed to the increase in the income from operations. The income from Media & Entertainment Division in FY 2010-11 is Rs. 253.31 lakhs .

SHARE CAPITAL

Authorised Share Capital

During the year authorised share capital of the company increased from Rs.7,00,00,000/- (Rupees Seven Crore) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs.16,50,00,000 (Rupees Sixteen Crore Fifty Lacs) divided into Rs.1,65,00,000 (Rupees One Crore Sixty Five Lacs) by creation of 95,00,000 (Ninety Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each, and ranking pari-passu with existing equity shares of the company.

ISSUE OF BONUS SHARES

Bonus issue made by the Company as on 27.08.2010 in their Board Meeting of the Company of 22,80,777 (Twenty Two Lac Eighty Thousand Seven Hundred and Seventy Seven) Equity Shares of Rs. 10/-(Rupees Ten) each aggregating of Rs. 2,28,07,770/-(Two crore Twenty Eight Lac Seven Thousand Seven Hundred and Seventy Only). Pursuant to this, Paid-Up Capital of the Company has been increased to Rs. 9,12,31,100/- (Nine Crore Twelve Lac Thirty One Thousand One Hundred) consisting to 91,23,110 (Ninety One Lac Twenty Three Thousand One Hundred and Ten) Equity Shares of Rs. 10/- (Rupees Ten) each.

INITIAL PUBLIC OFFER

Company has received the SEBI Final observation vide its letter no CFD/DIL/Bharatiya/12409/2011 dated April 13, 2011 with reference to the draft offer document filed with SEBI and further process related to Public issue is going on in accordance with the Companies Act, 1956 and SEBI (ICDR) Regulations, 2009.

DIVIDEND

Keeping in view the expansion plans of the Company, the Board of Directors of the Company have not recommended dividend on equity shares for the year ended March 31, 2011.

CHANGE OF SITUATION OF REGISTERED OFFICE WITHIN SAME CITY

The registered office of the Company has been changed from, 601, 6th Floor, 6 Devika Tower, Nehru Place, New Delhi- 110019 to 623, 6th Floor, 6 Devika Tower, Nehru Place, New Delhi- 110019 w.e.f. August 12, 2010 for operational convenience.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public during the period under reference.

APPOINTMENT OF NEW DIRECTORS

Mr. Sanjay Kapoor, Mr. Harjit Singh Anand, Mr. Anil Kapoor and Mrs. Jaya Misra appointed as a Additional Director w.e.f. 1st September 2010 shall be retire by rotation subject to confirmation as a Director in the ensuing Annual General Meeting.

COMPANY SECRETARY

During the year under review, Mr. Kumar Pushkar is appointed by the Board of Directors as Company Secretary of the Company w.e.f 21st August, 2010 in place of Mr. Rakesh Bhhatia, who resigned as a Company Secretary of the Company w.e.f. 21st August, 2010.

AUDITORS REPORT

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

AUDITORS

M/s SNMG & Co., Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment as the Auditors of the Company. The Company received confirmation that their appointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act, 1956 and also that they are not otherwise disqualifies within the meeting of Section 226 (3) of the Companies Act, 1956, for such re-appointment.

PARTICULARS OF EMPLOYEES

There is no employees whose particulars are required to be given in the terms of provisions of Section 217(2A) of the

Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF TECHNOLOGY AND ABSORPTION

Since the Company does not own any manufacturing facility, the provision of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Director) Rules 1988, are not applicable.

FOREIGN EXCHANGE EARNINGS & OUTGO

There is a foreign outflow during the financial year 2010-11 is Rs. 1292240.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT 1956:

The Board of Directors hereby confirms that:

1. In the preparation of the Annual Accounts all the applicable accounting standards has been followed along with proper explanations relating to material departures.
2. Your Director has selected the accounting policies, which are in the best interest of the Company and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of State of Affairs of the Company and of the Profit of the Company for the Financial Year 2010-2011.
3. Your Directors had taken proper and sufficient care for the maintenance of adequate Accounting records for the year ended 31st March, 2011 in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
4. Yours Directors had prepared Annual Accounts for the Year 2010-2011 on the Going Concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the wholehearted cooperation received from the customers and the Bankers of the Company and for the value advice and supported received from the other business Associates.

The Directors also wish to thank all the employees at all the levels of their services.

By the Order of the Board
For **Bharatiya Global Infomedia Limited**

Sd/-

Place : New Delhi
Rakesh Bhhatia

Date : 03/06/2011
(Chairman-cum-Mg. Director)

Corporate Governance Report

1. **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Bharatiya Global Infomedia Limited (BGIL) believes in Good Corporate Governance, which results in corporate excellence by practicing and attaining maximum level of transparency, disclosure, accountability and equity in all interaction with its stakeholders. Corporate Governance envisages disclosure on various facets of the Company's operations to achieve corporate excellence.

The Company's Corporate Governance policies recognize the Company's Commitment to good and efficient Corporate Governance. The Board of Directors, the highest policymaking body, is committed in its responsibility for all decisions to all constituents, including investors, employees and regulatory authorities. Transparency and accountability are the fundamental principles to good Corporate Governance. Corporate Governance assumes a significant role in the business life of BGIL. The driving forces of Corporate Governance at BGIL are its core values-belief in people, Entrepreneurship, Customer Orientation & the Pursuit of excellence. The Company recognizes that the shareholders are ultimately the persons who are catalyst to the economic activities and also the ultimate beneficiaries thereof.

2. **BOARD OF DIRECTORS**

COMPOSITION OF THE BOARD

The Company is managed by highly experienced professionals. All directors are suitably qualified, experienced and competent. During the period under review at present the Board of Bharatiya Global Infomedia Limited consists of seven members out of which four directors Mr. Sanjay Kapoor, Mr. Anil Kumar Kapoor, Mr. Harjit Singh Anand, Ms. Jaya Misra initially appointed as an Additional Director's of the Company, proposing their candidature by the members of the company for the office of Director and the given proposal will be placed before the Shareholders for approval in the ensuing Annual General Meeting.

The List of Directors of the Company is as under:

Sr. No.	Name of the Director	Designation	Status of the Director
1	Mr. Rakesh Bhhatia (appointed w.e.f. 23.03.2004)	Chairman & Managing Director	Executive Director
2	Mr. Sanjeev Kumar Mittal (appointed w.e.f. 28.02.2009)	Executive Director-Technical	Executive Director
3	Mrs. Arti Bhatia (appointed w.e.f 20.04.2004)	Director	Non Executive Non Independent Director
4.	Mr. Harjit Singh Anand (appointed w.e.f. 01.09.2010)	Director	Non-Executive Independent Director
5.	Ms. Jaya Misra (appointed w.e.f. 01.09.2010)	Director	Non-Executive Independent Director
6.	Mr. Sanjay Kapoor (appointed w.e.f. 01.09.2010)	Director	Non Executive Independent director
7.	Mr. Anil Kumar Kapoor (appointed w.e.f. 01.09.2010)	Director	Non Executive Independent director

Brief Resume of the Directors to be appointed/re-appointed:

Mr. Rakesh Bhhatia

Mr. Rakesh Bhhatia, aged 50 years has more than 20 years experience in Corporate Law & Finance, Information Technology, Investment Banking and activities relating to Media & Entertainment. He is M.Com, Fellow Member of The Institute of Companies Secretaries of India and Fellow Member of All India Management Association. He is the Chairman of the Company and also the Managing Director of M/s Bharatiya Global Infomedia Limited. He successfully promoted various companies, M/s Visesh Infotecnics Ltd and M/s Bharatiya Global Infomedia Limited, demonstrated ability to collaborate with all levels of management to address strategic business challenges including shaping business strategy, acquisitions, divestitures, change management, recruitment, training and strategic business planning and thrives even in dynamic, challenging environments with a great deal of uncertainly and challenges.

Mrs. Arti Bhatia

Mrs. Arti Bhatia, aged 44 years is a Bachelor in Arts & Sociology from Kota Open University, Rajasthan. She is a Promoter Director (Non-Executive) of our Company. She has overall experience of 17 years in the field of HR management and administration.

Mr. Sanjay Kapoor

Mr. Sanjay Kapoor, aged 50 years is a commerce graduate and a fellow member (FCA) of the Institute of Chartered Accountants of India (I.C.A.I) and possesses over 21 years of Experience in Corporate Accounting & Finance, Information Technology, Investment Banking and Taxation. During this total 20years of experience he has been promoting various Companies. He has been a practicing Chartered Accountant since 1988.

Mr. Harjit Singh Anand

Mr. Harjit Singh Anand, aged 45 years is PHD in international Business Management from Canterbury UK. He is Chairman of MRCC Human Rights Departments, Director in Abhinav Sahakari Corporative Bank, Vice President of Trans Asia Chamber of Commerce & Industry, member of Indian Merchant Chamber of Commerce & Industry, nad owner & Chief Editor of Human Rights, Mumbai and Das Times.

Mr. Sanjeev Kumar Mittal

Mr. Sanjeev Kumar Mittal, aged 48 years has done B.Tech from Aligarh Muslim University and has 18 years of experience in the fields of system design, frontline sales, dealers' training, installation, commissioning and customer support in various sector viz. IT, telecom, electronic safety, security and building automation industry. He had experience of working with NALCO, Godrej & Boyce, India Telecom Ltd., Intecon India Limited, RBH India Private Limited before joining our Company at various positions. Presently he is involved in our Company and looking after Information Technology IT) related.

Ms. Jaya Misra

Ms. Jaya Misra, aged 48 years has done post-graduate diploma course from the Institute of Productivity and Management, Lucknow, India and has also done advanced training in Personnel Management from Carl Duisberg Gesellschaft, Germany. She has more than 25 Years of working experience, out of which 10 years of experience in the field of marketing, human resources, training & consulting. During her professional tenure, she worked with companies like NIS Sparta Ltd. And also associated with Hewitt Associates, a North American HR Consulting Firm. She is the Head of Credence Global an HR consulting firm and training firm. In addition, she is also the Managing Director of South Asia of Global Exec Logistic Consulting Group (firm).

Mr. Anil Kumar Kapoor

Mr. Anil Kumar Kapoor, aged 58 years, an NRI, is Master in Business Administration from Northeastern University, Boston; Master of Science in Engineering from University of Lowell and Graduate Science in Engineering from University of Roorkee. He has more than 25 years of technical management experience. He has knowledge in technology and software development to collaborate with all levels of management to address strategic business challenges including shaping business strategy, acquisitions, divestitures, change management, recruitment, training and strategic business planning.

BOARD MEETINGS AND ATTENDANCE

Eight Board meetings were held during the period under review i.e for the year ended 31st March, 2011. The Board regularly met to consider amongst other business matters, the quarterly performance of the Company, financial results & other ongoing activities. Directors attending the meeting actively participated in the deliberations at these meetings.

Agenda for the Board Meeting is sent to the Directors sufficiently in advance to allow them to examine and interact on the issues involved.

During the period under review, the date on which Board meetings were held are as follows:

Sr. No	Date of Meeting
1	25.05.2010
2	23.06.2010
3	12.08.2010
4	21.08.2010
5	01.09.2010
6	06.11.2010
7	23.12.2010
8	02.02.2011

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND LAST ANNUAL GENERAL MEETING (AGM) AND NUMBER OF COMPANIES WHERE HE IS DIRECTOR/MEMBER (AS ON THE DATE OF DIRECTOR'S REPORT)

Name of the Directors	No. of Board meetings attended (1st April 2010 to 31st March 2011)	Attendance at the last AGM held on 27.08.2010	No. Of Memberships in Boards of other Companies*	No. of Membership in other Board/ Committees held in other Companies**	
				Chairman	Director
Mr. Rakesh Bhhatia	8	Yes	1	Nil	3
Mr. Sanjay Kapoor	3	No	1	2	1
Mrs. Arti Bhatia	8	Yes	Nil	Nil	Nil
Mr. Sanjeev Kumar Mittal	8	Yes	Nil	Nil	Nil
Mr. Anil Kumar Kapoor	0	No	Nil	Nil	Nil
Mr. Harjit Singh Anand	0	No	Nil	Nil	Nil
Ms. Jaya Misra	5	No	Nil	Nil	Nil

* Directorship in Private Companies, Companies incorporated outside India is excluded for this purpose.

** Represents Memberships/Chairmanship in Audit Committee and Shareholders'/Investors' Grievance Committee in Public Limited Companies

3. AUDIT COMMITTEE

To provide assistance to the Board of Directors of the Company the Audit Committee was constituted. It consists of five members including Chairman. The Committee was re-constituted and now headed by Mr. Sanjay Kapoor. The Audit Committee provides direction to and oversees the audit and risk management functions, reviews the financial accounts, interact with statutory auditors and reviews matters of special interest.

Composition, Name of Members, Chairman and other details

This Committee consists of Five members i.e.

Name	Designation
Mr. Sanjay Kapoor	Chairman
Ms. Jaya Misra	Member
Mr. Harjit Singh Anand	Member
Mr. Sanjeev Kumar Mittal	Member
Ms. Rakesh Bhhatia	Member

During the period under review, the Audit Committee met four times. The meetings were attended by all the members of the committee. The Company Secretary acts as the Secretary of the Committee.

4. REMUNERATION COMMITTEE

The Remuneration Committee is headed by Ms. Jaya Misra as the chairman of the Committee. The Remuneration Committee was constituted to recommend and review remuneration package of Directors and Senior Executives and to present report to the Board on remuneration package of Directors and Senior Management Officials.

The Remuneration Committee of the company comprises of three members:

Name	Designation
Ms. Jaya Misra	Chairman
Mr. Sanjay Kapoor	Member
Mr. Harjit Singh Anand	Member

During the period under review, the Committee met four times. All the members of the committee attended the meeting. As on date there are no directors who are drawing remuneration from the Company.

5. SHARE TRANSFER & SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Share Transfer & Shareholders/ Investors Grievance Committee provides assistance to the Board of Directors in ensuring that the transfer of shares takes place within the stipulated period. The Share Transfer Committee was constituted and it is headed by Ms. Jaya Misra, to look after all matters pertaining to share transfers, transmissions, issuance of duplicate shares, transpositions & also to provide the shareholders of the company with additional assurance that sufficient information is being provided to enable them to form a reasoned opinion on the working of the company & to ensure speedy redressal of their grievances pertaining