



*"Futuristic Innovative Technology,
Benefitting People-That is our Business"*

BHARATIYA GLOBAL INFOMEDIA LIMITED
(An ISO:9001-2008 Company)

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhhatia

Chairman cum managing Director

Ms. Arti Bhatia

Director

Mr. Harjit Singh Anand

Independent Director

Mr. Sanjay Kapoor

Independent Director

Ms. Nanda Devi Soni

Independent Director

COMPANY SECRETARY

Mr. Kumar Pushkar

Chief Financial Officer

Sudhir Kumar Singh

AUDITORS

M/s SAMPRK Associates

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Accountants

BANKERS

Yes Bank

Bank of Maharashtra

CORPORATE OFFICE

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India.

Tel: 0120-4227792

Fax: 0120-4227791

Website: www.bgil.in

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

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare (P) Ltd.

Plot No. 17-24, Vithall Rao Nagar

Madhapur, Hyderabad-500086

Andhra Pradesh.

CIN: L74999DL1994PLC062967

CONTENTS

	Page No.
Notice	04
Directors' report	16
Management Discussion & Analysis	44
Report on Corporate Governance	50
 Financial Statements	
Standalone Auditors' report	62
Standalone Balance Sheet	70
Consolidated Auditors' report	91
Consolidated Balance Sheet	95

NOTICE

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

DAY: WEDNESDAY

DATE: SEPTEMBER 27TH, 2017

TIME: 03:30 PM

VENUE: A-81, BIPIN CHANDRA PAL MEMORIAL TRUST
C.R. PARK, NEW DELHI-110019

to transact the following business:

Ordinary Business

1. Adoption of Annual Financial Statements

- a) To Receive, Consider, and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
- b) To Receive, Consider, and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Directors

To appoint a Director in place of **Mr. Rakesh Bhatia (DIN: 00046983)**, who retires by rotation and, being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

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

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

Special Business

4. Re-appointment of Mr. Sanjay Kapoor (DIN: 00047651) as in Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015., **Mr. Sanjay Kapoor (DIN: 00047651)**, Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020.

5. Re-appointment of Mr. Harjeet Anand (DIN: 03168663) as in Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015., **Mr. Harjit Singh Anand (DIN: 03168663)**, Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020.

6. **Appointment of Mrs. Nanda Devi Soni (DIN: 06403321 as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and

Regulation 16(1)(b) and 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, **Mrs. Nanda Devi Soni (DIN: 06403321)**, who was appointed as an additional (Independent) in the meeting of board of directors held on 26.05.2017 in terms of section 161(1) of the act whose term of office expires at this annual general meeting, in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby confirmed the appointment and re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term until the conclusion of Annual General Meeting to be held in year 2020.

7. **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, 2017 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2017
1.	Setting up our offices	989.60	989.60	754.80
2.	Repayment of RBS Loan	269.72	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50
5.	General Corporate	650.00	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99

7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37
	Total	5553.08	5553.08	5553.08

“FURTHER RESOLVED THAT for the purpose of these resolutions, the Board be and is hereby authorized to do such acts, deeds, matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may be in this regard and incidental thereto, without being required to seek any further consent approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**
Sd/-
Kumar Pushkar
Company Secretary

Place: Noida
Date: 31st August 2017

Notes

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.

1. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
2. 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.*
3. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying

voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.

4. 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.
5. The Registers of Members of the Company will remain closed on 21st September 2017 to 27th September, 2017 both days inclusive.
6. 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.
7. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
8. 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.
9. 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.
10. 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.
11. 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.
12. The Company's Register of Members and the Transfer Books will remain closed from September 21st, 2017 to September 27th, 2017 (both days inclusive).
13. 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.
14. 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.

15. 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. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Andhra Pradesh.
16. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
17. No gifts will be distributed at the annual general meeting.
18. 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.
19. Members are requested to furnish their Change of address; e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s KARVY COMPUTERSHARE (P) LTD. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
20. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	11/05/1961
Age (in years)	56
Date of Appointment	23/03/2004
Qualification	M.com, Company Secretary
Relationships between Directors, Manager and Other Key managerial Personnel	Spouse of Arti Bhatia, Father of Gaurav Bhatia
Board position held	Chairman cum Managing Director
Terms and conditions of re-appointment	Liable to retire by rotation

Nature of her expertise specific function areas along with experience (in years)	He has more than 30 years experience in Corporate Finance, Information Technologies and Investment Banking and other allied activities.
Number of Meetings of the Board attended during the year	Six
Other Directorship	Merit Exports Private Limited BGIL Films & Technologies Limited
Chairperson	BGIL Films & Technologies Limited

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