

28th Annual Report

2021-22

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BHARATIYA GLOBAL INFOMEDIA LTD

(AN ISO 9001 : 2008 COMPANY)

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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

Mr. Rohit Kaushik

Independent Director

Mr. Ashok Kumar Juneja

Director

CORPORATE OFFICE

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India.

Tel: 0120-4227792

Fax: 0120-4227791

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare (P) Ltd.

Plot No. 17-24, Vithall Rao Nagar

Madhapur, Hyderabad-500086

Andhra Pradesh.

COMPANY SECRETARY

Mr. Kumar Pushkar

Chief Financial Officer

Pankaj Kumar

AUDITORS

M/s SAMPRK Associates

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Accountants

BANKERS

Yes Bank

Bank of Maharashtra

REGISTERED OFFICE

1203, Vijaya Building 17, Barakhamba Road,

Connaught Place,

New Delhi-110001

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held on Friday, the 30th day of September, 2022 at 09.00 AM through video conferencing/ other Audio- Visual means to transact the following businesses:-

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, 2022 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, 2022 and the Reports of the Board of Directors and the Auditors thereon.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Arti Bhatia (DIN: 00047040), who retires by rotation at this meeting and, being eligible, offers herself for reappointment, be and is hereby reappointed as a Director of the Company.”

Special Business

3. Ratification of Appointment of whole-Time Director

To ratify appointment of the Whole Time Director and to authorise the Board of Directors of the Company for that purpose, to consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Mr. Rakesh Bhatia be and is hereby ratified as the Whole time Director of the Company from 14th August 2019 until the conclusion of the next 2021-22 Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Directors and Board of Directors of the Company.”

4. 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 provisions of sections 196, 197, 198 & other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under. As amended

from time to time, read with provisions of Schedule V of Act, the Company hereby accords its approval to re-appointment and terms of remuneration of Mr. Rakesh Bhatia, (DIN: 00046983) as a Managing Director, designated as Chairman-cum-Managing Director, of the Company for a further period from 14th August, 2022 to 14th August, 2027, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner so as to not exceed the limits specified in schedule V to the Act, as may be agreed between the Board and Mr. Rakesh Bhatia.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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, 2022 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, 2022
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**

Date: 14th August, 2022

Place: Noida

Notes

1. The Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 28th AGM of the Company is being conducted through VC/OAVM on Friday, the 30th day of September 2022 at 09.00 A.M. (IST). The deemed venue for the 28th AGM shall be the Registered Office of the Company at Office No-1203, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi- 110001
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto..
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
5. At 25th AGM, M/s. SAMPRK & Associates, Chartered Accountants (Firm Registration Number 013022N) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of next AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the Notice of Annual General Meeting.

6. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MAS Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books will remain closed from September 24, 2022 to September 30, 2022 (both days inclusive).
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.bgil.in under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2 & 3, are annexed hereto.

Name of the Director	Mrs. Arti Bhatia	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967	11/05/1961
Age (in years)	55	61
Date of Appointment	14/11/2020	27/08/2014
Qualification	B.A.	FCS, M.Com, MBA
Relationships between Directors, Manager and Other Key managerial Personnel	Wife of Mr. Rakesh Bhatia	Arti Bhatia (Wife)
Board position held	Non-Executive Non-Independent	Executive Director
Terms and conditions of re-appointment	Liable to retire by rotation	Not liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	She has more than 30 years experience in Corporate Finance, Information Technologies and Investment Banking and activities..	Has more than 32 years experience in Corporate Law & Finance, Information Technology, and 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 a Chairman of the Board. He is also a Managing Director of our group Company namely Bharatiya Global Infomedia Limited.
Number of Meetings of the Board attended during the year	4	4
Other Directorship	1. Merit Exports Private Limited 2. BGIL Films & Technologies Limited	1. Merit Exports Private Limited
Chairperson/member	Nil	1. Audit Committee 2. Remuneration Committee 3. Stakeholders Grievance Committee

- 12.** All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
- 13.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 14.** Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11- 26387384, E-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
- 15.** Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. MAS Services Limited at the address mentioned in point No. 12.
- 16.** The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.bgil.in under Investor Relations Section.
- 17.** Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
- 18.** 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 shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.

19. The recorded transcript of the forthcoming AGM on September 30, 2022, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.

20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice and facility to appoint proxy is not available.

The instructions for e-voting and joining the AGM are as under:

VOTING THROUGH ELECTRONIC MEANS

A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

B. The remote e-voting period commences on **Tuesday, September 27, 2022 (9:00 a.m. IST)** and ends on **Thursday, September 29, 2022 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

C. The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

F. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

G. The instructions for members for remote e-Voting are as under: