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BHARATIYA GLOBAL INFOMEDIA LIMITED

(An ISO:9001-2008 Company)

Futuristic Innovative Technology, benefitting People - That is our Business

BGiL
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TARGETING **GROWTH**

ANNUAL REPORT 2011-12

TECHNOLOGY SOLUTIONS
INNOVATION
CUSTOMER FOCUS
HUMAN CAPITAL

''कर्मण्ये वाधिकारस्ते म फलेषु कदाचना।
कर्मफलेहतुर भुरमा ते संगोस्त्वकर्मानी।।''

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhhatia
Chairman & Managing Director

Ms. Arti Bhatia
Director

Mr. Sanjay Kapoor
Director

Mr. Sanjeev Kumar Mittal
Director

Mr. Harjit Singh Anand
Director

Ms. Jaya Misra
Director

Mr. Anil Kumar Kapoor
Director

Mr. Kamal Kishor Singh
Director

COMPANY SECRETARY
Mr. Kumar Pushkar

AUDITORS
M/s SNMG & Co.
Chartered Accountants

BANKERS
Yes Bank
Axis Bank
Royal Bank of Scotland (RBS Bank)

CORPORATE OFFICE

B-66, Sector-60,
NOIDA-201301
(U.P.), India.
Tel: 0120-4227792/95
Fax: 0120-4227791
Website: www.bgilinfo.com

REGISTERED OFFICE
B-13, LGF,
Amar Colony,
Lajpat Nagar-IV,
New Delhi-110024

REGIONAL OFFICE
B-504, Morya House,
New Link Road,
Behind Crystal Plaza,
Oshiwara Andheri (W),
Mumbai-400 053

REGISTRAR & SHARE TRANSFER AGENT
M/s Karvy Computershare (P) Ltd.
Plot No. 17-24, Vithalrao Nagar
Madhapur, Hyderabad - 500086
Andhara Pradesh

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Notice

NOTICE IS HEREBY GIVEN THAT THE EIGHTEEN ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF BHARATIYA GLOBAL INFOMEDIA LIMITED WILL BE HELD ON WEDNESDAY, THE 26TH SEPTEMBER 2012, AT 11:30 A.M. AT THE A- 81, BIPIN CHANDRA PAL MEMORIAL TRUST, C.R. PARK, NEW DELHI - 110019, TO TRANSACT THE FOLLOWING BUSINESSES AS :

ORDINARY BUSINESS:

(1) To receive, consider, approve and adopt the **Audited Balance Sheet** of the Company for the year ended 31st March 2012 and the **Profit & Loss Account** as at that date together with the **Director's Report** on 31st March, 2012, and **Auditor's report** thereon**.**

(2) To re- appoint Ms. Arti Bhatia, director of the company who retires by rotation and being eligible, offer herself for re-appointment.

(3) To consider and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution** :

"RESOLVED THAT Mr. Anil Kapoor a Director of the company liable to retire by rotation on conclusion of the meeting, the vacancy, so caused on the Board of the company, may not be filled up ."

(4) To appoint statutory auditors to hold office from the conclusion of this Annual general meeting until the conclusion of the next annual general meeting and to authorize the board of directors or a committee thereof, to fix their remuneration. The retiring auditors, **M/s SNMG & Co., Chartered Accountants (Firm registration number 004921N)** are eligible for re-appointment and have confirmed their willingness to accept office, if re-appointed.

"**RESOLVED THAT** M/s SNMG & Co., Chartered Accountants **(Firm registration number 004921N),** be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual general meeting to the conclusion of next annual general meeting, on such remuneration and method of payment as may be determined by the board directors or a committee thereof."

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Kamal Kishor Singh, who was appointed as an Additional Director of the Company by the Board on 29.08.2012 and who holds office as per Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

"FURTHER RESOLVED THAT any of the Director or Company secretary of the company either individually and/or severally be and is hereby authorized to do all acts, deeds and things as may be deemed necessary to give effect to the forgoing resolution".

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

"**RESOLVED THAT** pursuant to provision of **Section314(1) and Section 314(1B) read with the Director's relatives (Office or Place of Profit)** & other applicable provisions if any, of the Companies Act, 1956, consent of the members of the company by way of approval/ratification be and is hereby accorded from retrospective effect i.e. from the date of appointment, for the continuance of appointment of Mr. Gaurav Bhatia, relative of Mr. Rakesh Bhhatia- Chairman cum Managing Director of the Company, who was appointed to hold office or place of profit as an Management Trainee from April 01, 2009 after he promoted as a Accountant- Project or with such other designation as may be decided by the Board from time to time with retrospective effect at a remuneration of Rs. 45,000 p.m. from April 1, 2012 inclusive facilities applicable to other employees as per the Rules of the Company and further the consent of the Company be and is here by accorded to the Board of Directors to increase the salary of Mr. Gaurav Bhatia, as they may decide from time to time, subject to the condition that the increase in salary not to exceed Rs. 1,00,000 p.m. excluding of all the usual allowances, benefit and facilities applicable to other employees as per the Rules of the Company.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such act, deeds and things and to execute all such documents , instruments and writings as may be required and to delegate all or any of herein conferred to any Committee of Directors 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: New Delhi
Date : 29/08/2012

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a 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 48 hours before the commencement of 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 representatives to attend and vote on their behalf at the Meeting.

3. In terms of Article 131 of the Articles of Association of the Company, read with section 256 of the Companies Act, 1956, Ms. Arti Bhatia, Director, retire by rotation at the ensuing Meeting and being eligible for re-appointment and Mr. Anil kapoor, Director, retire by rotation at the ensuing Meeting.

4. Brief resume of Directors those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, relationships between directors inter-

se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report on Corporate Governance forming part of the Annual Report.

5. An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, relating to Special Business under item nos. 5 and 6 set out above is annexed herewith.

6. The Register of Members and the Share Transfer books of the Company will remain closed on 25th September 2012 to 26th September 2012 (both days Inclusive) for the purpose of Annual General Meeting.

7. Members/proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.

8. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.

9. The communication address of our Registrar and Share Transfer Agent (RTA) is **M/s KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.**

10. Members are requested to address all their correspondences including those for remat/ demat, nomination requests, share transfers, change of address/ mandates for physical holdings, etc., to the **RTA – KARVY COMPUTERSHARE (P) LTD.** or to the Company at the addresses as detailed under the corporate governance section.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting of the company

ITEM NO. 5 OF THE NOTICE

Mr. Kamal Kishor Singh were appointed as Additional Director of the Company by the Board of Directors in their meeting pursuant of **section 260 of the Companies Act, 1956** read with the Articles of Association of the Company, the term of office of the said Additional Director expires at the ensuing Annual General Meeting of the Company, but are eligible for appointment.

The Company is in receipt of the notices in writing pursuant to **Section 257 of the Companies Act, 1956** proposing the candidatures of Mr. Kamal Kishor Singh for the office of Director of the Company.

The Board considers it desirable that the Company should continue to avail itself of the services of these person as Director and accordingly recommend the Resolutions at Item No.5 for approval by members.

None of Directors is concerned and interested in this resolution.

ITEM NO. 6 OF THE NOTICE

Under section 314 of the Companies Act, 1956, a special resolution is required if any relative of Director of a company is to hold any office or place of profit under the company drawing remuneration beyond the stated limit. Mr. Gaurav Bhatia - relative of Mr. Rakesh Bhhatia, Chairman & Managing Director of the Company, who was appointed as an Management Trainee from April 01, 2009 after his satisfactory performance he promoted as a Accountant-Project at a remuneration retrospective effect at a remuneration of Rs. 45,000 p.m. from April 1, 2012 excluding of all the usual allowances, benefit and facilities applicable to other employees as per the Rules of the Company. Therefore Board of Directors proposed continuance of his appointment, subject to the approval/ratification of the members of the company from the retrospective effect i.e. from the date of appointment.

Therefore Board of Directors proposed continuance of his appointment, subject to the approval/ ratification of the members of the company from the retrospective effect i.e. from the date of appointment.

Mr. Gaurav Bhatia, is a relative of Mr. Rakesh Bhhatia , Chirman cum Managing Director of the Company. This Resolution is placed for your approval under **Sections 314 and 314(1B) of the companies Act, 1956.**

None of Directors except Mr. Rakesh Bhhatia and Mrs. Arti Bhatia being relative of Mr. Gaurav Bhatia is concerned and interested in this resolution.

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

Sd/-

Kumar Pushkar
Company Secretary

Place: New Delhi
Date : 29/08/2012

Directors' Report

Dear Shareholders,

The Board of Directors hereby presents the **Eighteen Annual Report** together with the **audited standalone & Consolidated financial Statements** for the financial year ended on **31st March, 2012.**

FINANCIAL RESULTS

(Figures in INR)

PARTICULARS	FOR THE YEAR ENDED 31st March, 2012	FOR THE YEAR ENDED 31st March, 2012	FOR THE YEAR ENDED 31st March, 2011	FOR THE YEAR ENDED 31st March, 2011
	Standalone	Consolidated	Standalone	Consolidated
Income from operations	644,470,271	644,470,271	709,632,009	709,632,009
Other Income	5,535,338	5,535,338	431,558	431,558
Total Income	**650,005,609**	**650,005,609**	**710,063,567**	**710,063,567**
Total Expenditure	**632,850,090**	**634,215,209**	**641,592,241**	**641,592,241**
Profit before Tax	**17,155,519**	**15,790,400**	**68,471,326**	**68,471,326**
Less: Provision for taxation	3,116,946	3,116,946	13,728,530	13,728,530
Less: Deferred tax	1,085,002	663,180	8,461,120	8,461,120
Profit after tax	**12,953,571**	**12,010,274**	**46,281,676**	**46,281,676**
Profit after tax and extra ordinary items	**11,680,553**	—	**47,752,051**	—
Add: Balance at the begining of the period	**122,207,575**	**122,207,575**	**88,034,143**	**88,034,143**
Surplus available	**133,888,129**	**132,944,832**	**135,786,194**	**135,786,194**
Amount Transfer to General Reserve	——	—	**13,578,619**	**13,578,619**
Surplus carried to Balance Sheet	**133,888,129**	**132,944,832**	**122,207,575**	**122,207,575**

The Board of Directors hereby state that during the year ended on 31st March 2012, Total consolidated revenue for the fiscal year 2011-12 was Rs. 63,42,15,209 Earnings before tax, are Rs. 15,790,400,.

OPERATIONS

Incorporated in 1994, Bharatiya Global Infomedia Ltd (BGIL) high.end product based company, is in the business of Information Technology Based Solutions-RFID & Smart Card and Digital Post Production Studio. BGIL focusing on the sectors such as Information Technology security and compliance automation software solutions and technology related to media & entertainment industry with focus on research & development.

BGIL provides visibility across the IT infrastructure, intelligently identifies security threats and compliance breaches, and automates Security and compliance processes to reduce risk.

The company have total of 32 RFID & Smart Card solutions, out of which 08 products are already IPRd from Government of India, 06 are likely to receive IPR registration very soon and 04 more products have been filed for IPR registration during the current year. With this, total 18 products shall be registered with IPR within this financial year.

The IT division of the Company has developed products in house in its R& D centre in Noida using Radio Frequency Identification (RFID) and Smart Card technologies. RFID and Smart Card are the key technologies of BGIL and used for identification and tracking of the identity, location and conditions of assets, tools, inventory, people using radio waves.

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, Mining, 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 is Rs. 61,08,00,308 in FY 2011-12.** During the current year, we strengthened several 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 income from operations. The **income from Media & Entertainment Division in FY 2011-12 is Rs.33,669,963.**

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 over subscribed by 2.06 times on an overall basis. During the year under review the Company got successfully listed on both the Stock Exchanges i.e. National Stock Exchange of India (NSE) and Bombay Stock Exchange Limited (BSE).

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) ad intrim exparte order WTM/PS/IVD/47/12/2011 dated 28th December, 2011.

Detailed submissions have been made by the company and have also appeared in personal hearing in front of Ld. Whole Time Member.

The proceed from the Initial Public Offer (IPO) of equity shares have been utilized as follows after taking note of the deviation in utilization of IPO proceeds which were approved by the Shareholders of the company in the Extra Ordinary General Meeting through Postal Ballot for vary and/or revise the terms and conditions of the documents/contracts and also the utilization of the IPO in the Prospectus.

The details of the objective for IPO and its fund deployment status is as below:

S. N.	Particulars	As per the Prospectus dated 16th July 2011	As per the Revision in Postal Ballot Meeting dated	Actual Utilization till 31st March' 2012	Balance Amount to be Utilized
1	Setting up our Offices	989.60	989.60	715.15	274.45
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	Upgradation 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	432.19	40.56
7	Meeting Long Term Working Capital Requirment	505.00	1240.87	540.87	700.00
8.	Cash & Ecrow Bank Account & Investment ICD			1165.01	
	TOTAL	5553.08	5553.08	5553.08	1165.01

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. 44,482,838 Which has been utilized by the Company further, as disclosed to the concerned Stock exchanges(s) vide our letter dated March 20, 2012 as regards to the fund transferred in Escrow account as per direction of SEBI order dated December 28,2011

SUBSIDIARY COMPANY

During the period the company has acquired a 536 sq. mtr fully built Industrial Property at B-66, Sector-60, Noida by way of taking over the owner company namely Merit Export Pvt. Ltd. Otherwise there is no business activity in the acquired company.

CHANGE OF SITUATION OF REGISTERED OFFICE AND CORPORATEOFFICE

The registered office of the Company has been shifted from, 623, Devika Tower, 6th Floor, Nehru Place, New Delhi- 110019 to B – 13, LGF, Amar Colony, Lajpat Nagar - IV New Delhi- 110024 w.e.f. July 31, 2012.

The company has also moved their Corporate Office from B – 60, Sector - 57, Noida – 201301 to their own office building at B – 66, Sector – 60, Noida – 201301.

The company has also shifted their Mumbai Regional Office along with the BGIL Studio from 801-804 Heritage Plaza, Opp. Indian Oil Nagar, J.P. Road, Andheri (W) Mumbai-40053 Mumbai to their own purchased property located at B-504, Mourya House, Off. New Link Road, Behind Crystal Plaza, Oshiwara Andheri (W) Mumbai-400053

RESIGNATION OF MR. APRAN TALWAR, CEO OF THE COMPANY.

During the year Mr. Arpan Talwar, CEO of the company resigned from his post and Board accepted the same resignation and thanks for rendering valuable services imparted during his tenure.

AWARDS & ACCOLADES

During the year company has received the following recognitions:

1. **DELOITTE Technology Fast 50 India 2011** for fastest growing and dynamic technology companies in India.

2. Deloitte Fast 500 Asia Pacific Award.

3. Your company has qualified as finalist in Economic Times "Leader of Tomorrow Award'2012".

4. ISO 9001:2008 certification has been renewed for the second successive year.

5. Your company has renewed their membership to APSA and Other Industrial Associations.

PUBLIC DEPOSITS

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

RE – APPOINTMENT OF DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Article 131 Articles of Association of the Company, Ms. Arti Bhatia Directors retire by rotation and, being eligible, offer herself for re-appointment at the 18th Annual General Meeting. The Board of Directors recommends the re-appointment of Ms. Arti Bhatia the resolution for her re-appointment as director of the Company is included in the notice of the Annual General Meeting. None of the Directors of the Company is disqualified under section 274(1)(*g*) of the Companies Act, 1956.

Mr. Anil Kapoor, a Director liable to retire by rotation.

APPOINTMENT OF NEW DIRECTOR

Mr. Kamal Kishor Singh as Additional Director w.e.f. 29th August, 2012 and eligible to regularize in the ensuing Annual Genral Meeting of the Company.

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.

CORPORATE GOVERNANCE

The amendments to the Companies Act, 1956 and the listing agreements executed with the Stock Exchanges require compliance with specified Corporate Governance practices. The detailed Report on Corporate Governance approved by the Directors pursuant to clause 49 of the listing agreement with stock exchanges, your company has obtained certificate from the Practicing Company Secretary of the company, for the compliance of the Corporate Governance, which is annexed and forms part of this annual report.

INTELLECTUAL PROPERTY RIGHTS

During the year under review the Company had applied for four Intellectual Property Rights(IPRs) in the software(s) namely Library Automation & Management System, Student Information System, Club Management System and Food Court Management System, adding to a total number of IPR filed/registered product numbers to 18.

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

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

Particular	31.03.2012	31.03.2011
Earning in Foreign Currency:		
Sale of Software (Including exchange rate fluctuation gain)	1,72,72,292	NIL
Expenditure in Foreign Currency:		
Purchase of Hardware	5,20,853	12,92,240
Foreign Travelling	3,70,000	NIL

DIVIDEND:

Since your Company needs to converse capital at this stage keeping in view its expansion plans, the Board of Directors have decided to plough back the profits achieved in the year under review, into the operations of the Company. Therefore, no dividend is recommended for the year ended March 31st, 2012.

RESERVES:

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

PUBLIC DEPOSITS

The Company has not accepted any public deposits u/s 58A of the Companies Act , 1956 during the period under review.

STATEMENT UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956

There is no employee in the Company, drawing salary beyond the limit as specified under section 217 (2A) OF THE Companies Act, 1956.

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

Pursuant to the requirement of Section 217 (2AA) OF THE Companies Act, 1956, Your Directors wish to state that:

1. That in the preparation of the Annual Accounts for the financial year ended 31st March 2012 the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. That the Directors had selected the accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of State of Affairs of the Company at the end of the Financial Year and of the profit of the company for the year 2011-2012.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate Accounting records 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. The Directors had prepared the Annual Accounts for the financial year ended is on a 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

Place: New Delhi
Date : 29/8/2012

Sd/-
Rakesh Bhhatia
(Chairman-cum-Mg. Director)

Management Discussion & Analysis Report

(As per Clause 49 of the Listing Agreement)

FORWARD LOOKING STATEMENTS

The financial statements of the Company have been prepared in compliance with the requirements of the Companies Act, 1956 and the Generally Accepted Accounting Principals (GAAP) in India. The management of the Company accepts the responsibility for the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement have been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substances of transactions and reasonably present the Company's state of affairs of the Company.

BUSINESS REVIEW

ECONOMIC SCENARIO:

Even after more than three years' lapse of double dip recession, major world economies in Europe and U.S.A. have shown no signs of respite. As against this, emerging market economies like India, China, Brazil and Far-East Nations are still on fast track and have shown continuous improvement. Emergence and spread of nuclear family concept world over has increased feeling of insecurity. Besides, growing terrorism, new legislations and technological advances are driving world Electronic Security Market.

The Indian economy did not remain untouched from the global fall-out, even though it was insulated to some extent.The growth momentum slowed considerably. As against a handsome consistent growth of little over 8% and 8.5% in GDP for the years 2009-10 and 2010-11 respectively, the GDP registered a growth of about 6.5% in the year 2011-12. Also some key economic indicators like industrial production, gross fixed capital formation, current account deficit, depreciation of rupee vis-à-vis US dollar, have given bearish signal. The untamed inflation despite various efforts by the Central Bank, has been a major cause of concern for the Government. All these lead to fiscal deterioration.

SECURITY AND SAFETY MARKET:

According to one estimate, the size of the Security Industry is at around USD 150 billion. As regards to growth, there is a consensus that the Security Industry is growing at 10% - 12% Compound Annual Growth Rate (CAGR). The rapidly growing markets are India, South Africa, China, Middle East, South America and some of the South Asian countries. 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 ' 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 crores.

The market for India combines the organized and unorganized sectors; wherein organized sector comprise only 20% of the market but account for 80% of the revenue generated and is expected to grow handsomely over the next 5-10 years, making India an evolving business market with lot of growth potential still left ahead. Despite, the Indian security industry is set to enter a higher growth trajectory, and offer immense potential for those who are able to find the right mix of price, technology and awareness.

Growth engines for security market are:

- Present security threat perception
- Convergence of Physical Security and IT
- Retail, Multi-level Parking, Residential and Education – Vast and growing applications
- Telecom Technologies – 3G, 4G, Broad band driving applications together with tablets
- Increasing Affordability due to decreasing hardware prices

The Indian Information Technology (IT) & IT Enabled Services (ITES) continue to drive the growth of large office complexes in the country.

OUR BUSINESS

The company is focusing on the sectors such as Information Technology security and compliance automation software solutions and technology related to media & entertainment industry with focus on Research & Development.

Current business operations consist of Information Technology Based Solutions-RFID & Smart Card and Digital Post Production Studio (Digital Post-Production Studio at Andheri West, Mumbai namely "BGIL Studio"). We have in-house developed software ERP product, customized software development, training, consultancy, trading, animation and RFID based solution. We develop small animated capsules for various projects of the clients. We also design & develop WAP enabled products for clients and mainly focus on building RFID technology. We have received ISO 9001:2008 certificate of compliance in respect of IT based safety security and automation products/solutions.

The Company provides different kind of client based solutions which are as under;

- ***Traffic Engineering*** includes Parking Management System, Parking Guidance System, Toll Management System, Automatic Vehicle Counter-cum-Classifier System, License Plate recognition System, Vehicle Surveillance System etc.
- ***Facility Management*** includes Smart Campus System, Visitor Management System, Canteen Management System, Asset Tracking System, Laptop Tracking System, File Tracking System, Lighting Management System, CCTV (Access Control, Perimeter Fencing) etc.
- ***Personnel Management*** includes Employee Tracking System, Time-Attendance System, Library Automation & Management System, and Student Information System etc.
- ***Custom solutions*** includes Automated Binning System, BGIL's Intelligent Converters, GSM based Mast or I/O Controllers, GSM Logic Controller, Boom Barriers, Loop Detectors, LED Panels (single/multi line), other customizable Converters, Counters and Ticket Dispenser etc.

Approach to marketing and proposed marketing set-up

Company's growth in recent years has been driven by new client acquisitions as well an increase in revenues from our existing clients. Our senior management are actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels in the client organization. We have own marketing office at Noida and Mumbai

and representative offices in Eastern & South Region. Our marketing initiatives include participating in major industry events, sponsoring user group events, analyst briefings and proactively using the media and press 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.

Intellectual Property Rights

The company has filed or registered for different 18 products till now for IPRs. The detailed status of IPRs filed and received for various products is as below:

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

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.

INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT

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

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.

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, 1956 and other applicable laws, Rules & Regulations. The company has always strived towards compliance of all statutory requirements.

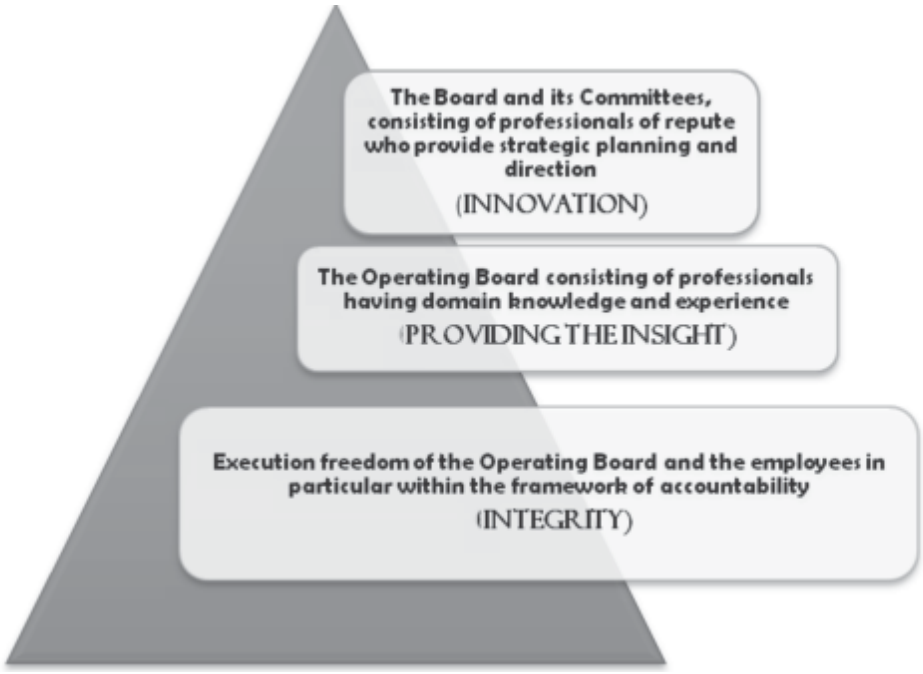
FINANCIAL MANAGEMENT

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. These are reviewed and amended every year.

Report on Corporate Governance

Company's Philosophy On Code Of Governance

The Company's core values - Innovation, Insight and Integrity imbibe in itself the Corporate Governance Philosophy. The Company's governance structure, which is based on this philosophy, is as follows:



Bharatiya Global Infomedia Limited, hereinafter referred to as 'BGIL' or 'the Company'), looks upon good corporate governance practices as a key driver of sustainable corporate growth and long-term shareholder value creation.

Good corporate governance is about enhancing value for all our stakeholders. The Company is committed to adopting global best practices in corporate governance and disclosure. The Company believes in ethical business conduct, integrity and commitment to values which enhance and retain stakeholders' trust and are the hallmarks of good corporate governance.

COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of the Company represents an optimum combination of Executive and Non-Executive Directors for its independent functioning. The Board comprises of Eight Directors, of which two is Executive Director and Six are Non-Executive Directors. The Chairman of the Board is a Executive Director. The above composition is consistent with the relevant provisions of Clause 49 of the Listing Agreement entered into with Stock Exchanges.

NAME	CATEGORY	DESIGNATION
Mr. Rakesh Bhhatia	Executive Director	Chairman cum Managing Director
Mr. Sanjeev Kumar Mittal	Executive Director	Executive Director
Mrs. Arti Bhatia	Non Executive Non Independent Director	Director
Mr. Harjit Singh Anand	Non Executive Independent Director	Director
Ms. Jaya Misra	Non Executive Independent Director	Director
Mr. Sanjay Kapoor	Non Executive Independent Director	Director
Mr. Anil Kumar Kapoor	Non Executive Independent Director	Director
Mr. Kamal Kishor Singh*	Non Executive Independent Director	Director

***Appointed as additional director with effect from August 29, 2012**

The Board of Directors of the Company have complete access to any information pertaining to activities and operations of the Company. Further, respective functional heads are invited to attend Board or Committee Meetings to discuss internal audit reports and / or to provide detailed insights on items pertaining to their program, forming part of agenda items. Regular updates at such Meetings, inter-alia, include updates on operations of the Company and steps taken to non-compliance of any regulatory, statutory or listing agreement requirements, if any, and major developments during the period.

There were Thirteen (13) Board meeting held till June 30, 2012 and the Company held its last Annual General Meeting on June 30, 2011.

d. Details of Directors' attendance and other particulars are given below:

(Up to 30th June 2012)

Director	Number of Board Meetings held During the Year		Last AGM (Yes/No)	Number of Directorships on the Board of Other Public Companies	Outside Positions Held **	
	Held	Attended			Member	Chairman
Mr. Rakesh Bhhatia	**13**	**13**	Yes	1	3	Nil
Mr. Sanjeev Kumar Mittal	**13**	**13**	Yes	Nil	2	Nil
Mrs. Arti Bhatia	**13**	**13**	Yes	Nil	Nil	Nil
Mr. Harjit Singh Anand	**13**	**4**	No	Nil	2	Nil
Ms. Jaya Misra	**13**	**11**	Yes	Nil	1	2
Mr. Sanjay Kapoor	**13**	**13**	Yes	1	Nil	3
Mr. Anil Kumar Kapoor	**13**	**Nil**	No	Nil	Nil	Nil
Mr. Kamal Kishor Singh*	Nil	Nil	N.A.	Nil	N.A.	N.A.

***Appointed as Additional Director with effect from August 29, 2012**

****** In accordance with clause 49, Membership(s) / Chairmanship(s) of only the Audit Committee, Remuneration Committee and Shareholder Investor Grievance Committee of all Public Limited Companies have been considered.

Bharatiya Global Infomedia Limited (BGil) having following committee as follows:

e. Brief Profile of Directors:

The brief resume of director Re- appointed and regularized of **Mr. Kamal Kishor Singh** & **Ms. Arti Bhatia** respectively as required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges as follows:

Further, the required resolutions for appointment / re-appointment of the above Directors at the Forthcoming Annual General Meeting are included in the Notice convening this Annual General Meeting

As required by Clause 49 of the Listing Agreement, Directorship in all other Indian Public Company & Partnership firm. The status is as on June, 30, 2012**.**

1.	NAME	:	Mr. Kamal Kishor Singh
	DATE OF BIRTH	:	MARCH 6, 1969
	QUALIFICATION	:	B. COM, FCS, L.L.B
	EXPERIENCE	:	More than 20 Years of experience in the field of Legal, Secretarial, Finance and Compliance Management.
	DIRECTORSHIP IN OTHER COMPANIES	:	K. K. SINGH & ASSOCIATES COMPANY SECRETARY MANAGING PARTNER
2.	NAME	:	Mr. Arti Bhatia
	DATE OF BIRTH	:	24th June 1967
	QUALIFICATION	:	Bachelor in Arts & Sociology from kota open university, Rajasthan

EXPERIENCE	:	He Has More Than 18 Years Experience In the field of HR Management and administration
DIRECTORSHIP IN OTHER COMPANIES	:	Merit Exports private limited

III. Audit Committee

a. Primary Role of Audit Committee

Primary Role of Audit Committee of the Board is to act as a catalyst in monitoring and supervising the management's financial reporting process as well as assisting the Board of Directors in overseeing the following:

- Integrity of Company's financial system.
- Qualification, independence and performance of statutory and internal auditors.
- Adequacy and efficancy of internal control system.
- Compliance with legal and regulatory requirements.

b. Terms of Reference

The Audit Committee has, inter-alia, the following mandate, which lays down its roles, responsibilities and powers:

- Review of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information are disclosed
- Recommending the appointment and removal of external auditors, fixation / recommendation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management, the annual financial statements before submission to the Board.
- Reviewing the Company's financial and risk management policies
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- Reviewing statement of significant related party transactions, management letter / letters of internal control weakness and appointment, removal and terms of remuneration of the Internal Auditors and Statutory Auditors.

b. The Composition of the Audit Committee and the details of its Meetings held and attended by its Members Up to 30th june 2012.

Members	Category	Meetings Held During the Period	Meetings Attended
Mr. Sanjay Kapoor**	Chairman	5	5
Mr. Jaya Mishra	Member	5	5
Mr. Sanjeev Kumar Mittal	Member	5	5
Mr. Rakesh Bhhatia	Member	5	5
Mr. Harjit Singh Anand	Member	5	1
Mr. Kamal kishor Singh *	Member	5	Nil

* Appointed as additional director effect from August 29, 2012 of the company and held the position as chairman of audit committee and thereafter took the charge for the same after conclusion of such respective committee meeting.

** Resigned from the audit committee's Chairmanship & membership w.e.f. August 29, 2012

The Company Secretary of the Company acts as Secretary to the Committee. The Company has a well-qualified and independent Audit Committee consisting of four **Non–Executive Independent Directors** and **two Executive Directors**, having adequate financial and accounting knowledge. The constitution, powers, duties and responsibilities of the Audit Committee are in line with Clause 49 of the Listing Agreement entered into with the Stock Exchanges. Statutory Auditors as well as Internal Auditors participate in the Audit Committee Meetings.

The minutes of the Audit Committee Meetings are placed before the Board. The Chairman of the Audit Committee briefs the Board Members about the significant discussions and the decisions taken at Audit Committee Meetings.

Five Audit committee meeting were held till June 30, 2012. The Chairman of the Audit Committee attended the Last Annual General Meeting of the Company held on June 30, 2011.

IV. Remuneration Committee

The Board of Directors has constituted their Remuneration Committee to recommend / review remuneration, inter- alia, of Executive Director(s) and non executive Director(s)based on performance and assessment criteria.

a. Terms of Reference:

The Committee has, inter-alia, the following mandate:

- To decide / approve the elements of remuneration package of the Executive Director(s) and senior managerial executives.
- To decide / approve details of fixed component and performance linked incentives along with the performance criteria.
- To oversee the implementation of ESOP Schemes, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI Guidelines.

B. The Composition of the Remuneration Committee and the details of its Meetings held and attended by its Members till 31st March 2012

Members	Category	Meetings Held During the PERIOD	Meetings Attended
Mr. Jaya Mishra	Chairman	1	1
Mr. Sanjay Kapoor**	Member	1	1
Mr. Harjit Singh Anand	Member	1	1
Mr. Kamal kishor Singh *	Member	1	1

* Appointed as member of remuneration committee with effect from August 29, 2012
** Resigned from the remuneration committee's as a membership w.e.f. August 29, 2012

The Company Secretary of the Company acts as Secretary to the Committee. There were one meeting held till March 31, 2012

c. Details of remuneration paid / payable to Directors for Financial Year 2011-12 are as follows:

Name	Salary & Perquisites	Commission	Sitting Fees	Total
Mr. Rakesh Bhhatia	1,25,000	—	—	15,00, 000
Mr. Sanjeev Kumar Mittal	97,500	—	—	11,70,000

d. Details of shareholding of Non-Executive Directors as on June 30, 2012

Sr. No.	Name of the Director	Shareholding (No. of Shares)
1.	Mr. Sanjay Kapoor	45,652
2.	Ms. Jaya Mishra	2,000
3.	Ms. Arti Bhatia	19,24,544
4.	Mr. Harjeet Singh Anand	2,000
5.	Mr. Kamal Kishor Singh*	Nil
6.	Mr. Anil Kumar Kapoor	Nil

* Appointed as additional director of the company with effect from August 29, 2012

V. Shareholders' Grievance Committee

The Committee facilitates effective redressed of Investor Complaints and oversees share transfers.

a. Composition of the Committee:

Name	Category
Mr. Jaya Mishra	Chairman
Mr. Sanjeev Kumar Mittal	Member
Mr. Rakesh Bhhatia	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 the all members and chairman . The constitution, duties and responsibilities of the Shareholders' Grievance Committee are in line with Clause 49 of the Listing Agreement with the Stock Exchanges. The total number of

shareholders' complaints received and replied by the Registrar & Transfer Agent to the satisfaction of shareholders during the year. All complaints of shareholders were satisfactorily resolved. There are no complaints pending as on March 31, 2012.

VII. General Body Meetings

a) Annual General Meeting:

The location and time of the last three Annual General Meetings (AGMs) of the Company are given below:

Year	Date	Time	Venue
2010-2011	June 30, 2011	11.30 a.m.	623, 6th Floor, Devika Tower,6, Nehru Place, New Delhi - 110019
2009-2010	August 27, 2010	10.30 a.m.	623, 6th Floor, Devika Tower,6, Nehru Place, New Delhi - 110019
2008-2009	September09, 2009	10.30 a.m.	601, 6th Floor, Devika Tower, Nehru Place, New Delhi - 110019

b. Extraordinary General Meeting:

One Extraordinary General Meeting of the Members was held during the year through postal ballot given as follows in table c.

Table c. Postal Ballot

During the year under review, following special resolutions were passed by way of Postal Ballot with the requisite majority:

Particulars	Date of Declaration of Results	% of Votes in Favour as against Total Valid Votes
Revised / proposed utilization of IPO Proceeds	March, 15, 2012	91.804%

M/s K.K. Singh & Associates, Company Secretary, New Delhi, was appointed as Scrutinizer for overseeing the Postal Ballot Process and to approved the following Special Resolution:

1. "Authorized to vary the terms referred to in the prospectus dated July 16, 2011, filed by the Company with the Registrar of Companies, NCT Delhi & Haryana, (the "Prospectus") 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 and the revised / proposed utilization of IPO Proceeds".

X. Management Discussion and Analysis

The Management Discussion and Analysis Report for the Financial Year 2011-12, as per the requirements of Listing Agreement, is given in a separate section forming part of the Annual Report.

XII. Shareholders' Information

This section, inter alia, provides information to the shareholders pertaining to the Company, its shareholding pattern, and share price movements and other information as required under the Listing Agreement.

Date of Annual General Meeting	September 26, 2012
Time of AGM	11:30 A.M.
Venue of AGM	A-81, Bipin Chandrapal Memorial Trust, C.R park, New Delhi-110019.
Financial year	April to March
Listing fees	The Company has paid the Annual Listing fees to the BSE and NSE for the Financial Year 2011-12
Date of book closure	September 19, 2012 to September 26, 2012
Shares held in physical form	19,99,157 shares
Shares held in electronic form	1,38,43,953 shares
Listing on Stock Exchanges	NSE & BSE
ISIN number	**INE224M01013**
NSE symbol & BSE symbol	Bglobal
Registered office	B- 13, LGF, Amar Colony, Lajpat Nagar – IV, New Delhi – 110024
Corporate office	B- 66, Sector 60, Noida, Uttar Pradesh - 201301
Registrar and Share Transfer Agents (R&T Agents)	Karvy Computershare Private Limited Plot No. 17 to 24, Vittal Rao Nagar Madhapur, Hyderabad – 500081 Tel: 040 - 2342 0815 to 824Fax: 040 - 2342 0814 Email: einward.ris@karvy.com
Compliance certificate of the Governance	Certificate from the Statutory Auditors of the Company, R. S. Chauhan & Associates, confirming compliance with the conditions of Corporate as stipulated under Clause 49 of the Listing Agreement, is annexed an forms part of the Report On Corporate Governance Statutory Auditors.

Market Price Data

Market Price Data (in Rs. per share)

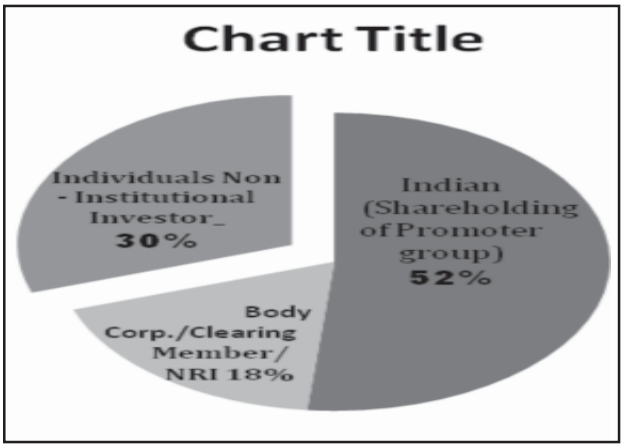
Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
July 2011*	84.00	26.60	83.00	26.10
August 2011	29.90	12.30	29.95	26.85
September 2011	17.59	12.31	17.70	12.30
October 2011	14.25	11.44	14.35	11.35
November 2011	12.60	10.10	12.50	10.90
December 2011	11.20	7.66	11.20	7.65
January 2012	9.50	7.05	9.35	7.00
February 2012	10.21	8.00	10.10	8.05
March 2012,	9.58	6.30	9.20	6.30

*Company Listed at BSE & NSE in July to stock exchange

Shareholding Pattern:

The shareholding pattern of the Company as on March 31, 2012 was as under:

S. No.	Category of Shareholder	No. of Shares	% Shareholding
(A) Shareholding of Promoter and Promoter Group			
1.	**Indian**	**8209878**	**51.82%**
2.	**Foreign**	**—**	**—**
	Total promoters shareholding (a)	**8209878**	**51.82%**
(b)	Public shareholding		
1	**institutions**		
(a)	**mutual funds / uti**	**——**	**——**
2.	**non-institutional investor**		
	(a) body corporate / clearing member / **nri/ ocb**	**2898810**	**17.85%**
	(b) individuals	**4805522**	**30.33%**
	total public shareholding (b)	**7633232**	**48.18%**
	total (a)+(b)	**15843110**	**100.00%**



Shareholder Inquiries :

Questions concerning folio, share certificates, dividend, address changes, consolidation of certificates and related matters should

be addressed to the Company at its Registered Office or its Registrar and Share Transfer Agent at the below mentioned addresses:

Registered Office:

Bharatiya Global Infomedia Limited
B – 13, LGF, Amar Colony,
Lajpat Nagar - IV, New Delhi-1100024
Tel.: 0120-41377519
Email: kumar.pushkar@bgilinfo.com

Certificate pursuant to clause 49(V) of the Listing Agreement

To

The Board of Directors
Bharatiya Global Infomedia Limited

I, **Rakesh Bhhatia, Chairman cum Managing Director** Certify that:

(a) I have reviewed standalone and consolidated audited financial statement and the cash flow statement for the period ended 31.03.2012 and that to the best of my knowledge and belief:

i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii. these 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 my knowledge and belief, no transaction entered into by the company during the period which is 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 Accordingly, I 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 the internal controls, if any of which I am aware and the steps have been taken or propose to take rectify these deficiencies;

ii. Significant changes in the internal control over the financial reporting during the period;

iii. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and

iv. Instances of significant fraud of which I became aware and involvement therein, if any, of the management or an employee having a significant in the Company's internal control system.

For Bharatiya Global Infomedia Limited

Sd/-
Rakesh Bhhatia
Chairman cum Managing Director

Place: New Delhi

Date: 29/08/2012

Practising Company Secretary' Certificate On Corporate Governance

To,
The Members of
Bharatiya Global Infomedia Ltd.

We have examined the compliance of conditions of Corporate Governance by Bharatiya Global Infomedia Ltd. ("The Company") for the period ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We 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 R.S.Chauhan & Associates
Company Secretaries

Sd/-
(Rakesh Kumar Singh Chauhan)
Proprietor
C.P No. 749

Place: New Delhi
Dated: 29/08/2012

Code of Conduct Declaration

To

The Members of
For Bharatiya Global Infomedia Limited

Pursuant to Clause 49 I (D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board Members and Senior Management Personnel of the Company, for the year ended on March 31, 2012.

For Bharatiya Global Infomedia Limited
Sd/-
Rakesh Bhhatia
Chairman & Managing Director

Place: New Delhi
Date: August 29,2012

Auditor's Report

To the Members of

BHARATIYA GLOBAL INFOMEDIA LIMITED

We have audited the attached Balance Sheet of **BHARATIYA GLOBAL INFOMEDIA LIMITED** as at 31st March 2012 and the statement of Profit and Loss Account and cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report thereto:

2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company, as we considered appropriate, and in terms of the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the company.

3. Further to our comments in annexure referred to in paragraph (3) above, we report that:

   (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

   (b) In our opinion, the company as required by law, has kept proper books of account so far as appears from our examination of such books.

   (c) The Balance Sheet and the statement of Profit & Loss Account dealt with by this report are in agreement with the books of account.

   (d) In our opinion, the Balance Sheet and the statement of Profit & Loss Account dealt with by this report, comply with the Accounting Standards referred in sub – section 3(C) of section 211 of the companies Act, 1956.

   (e) On the basis of written representations received from the directors as on 31.03.2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2012 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

   (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts and read with the other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

i) In the case of Balance Sheet, of the state of affairs of the company as at 31ST March 2012;

ii) In the case of the statement of Profit and Loss Account, of the profit for the year ended on that date; and

iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **SNMG & CO.**
Chartered Accountants
Firm No. 004921N
Sd/-

PLACE: NEW DELHI
DATED: 29.08.2012

(Neeraj Gupta)
Partner
(M. No. 087004)

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date,

(i) (a) The company has generally maintained proper records showing particulars including quantitative details and situation of fixed assets.

(b) As explained to us, the Fixed Assets are physically verified by the management at reasonable intervals in a phased verification programme, which in our opinion is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.

(c) During the year, the company has not disposed off any part of its Fixed Assets so as to affect its going concern except for the fixed assets written off during the year written down value of which is Rs. 935710/-.

(ii) (a) The inventory has been physically verified during the period by the management. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

(iii) (a) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956, except Rs. 10,36,645/- taken from parties as unsecured loans and Rs. 19,88,768/- as secured loans outstanding as on 31.03.2012. The repayment of an unsecured loan is overdue to the extent of Rs. 7.92 lacs as on 31. 03.2012. In respect of other unsecured loans obtained from parties other than banks/financial institutions, there are no specific terms and conditions as to the repayment of these loans. In the absence of any terms and conditions regarding repayment of these unsecured loans, we are

unable to comment whether the same are prima facie prejudicial to the interest of the company.

(iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in internal controls.

(v) (a) On the basis of the audit procedures performed by us and according to the information, explanations and representations given to us, we are of the opinion that, the transactions in which directors were interested as contemplated under section 297 and sub-section (6) of section 299 of the Companies Act, 1956, and which were required to be entered in the register maintained under section 301 of the Companies Act, 1956, have so entered.

(b) According to the information and explanations given to us, transactions exceeding the value of Rs. 5,00,000/- have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

(vi) The company has not accepted any deposits as defined under sections 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

(vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business. The company has appointed an internal auditor w.e.f. 01.04.2011.

(viii) According to the information and explanations given to us, maintenance of cost records have not been prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act, 1956.

(ix) (a) According to the records of the company, in our opinion the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and any other statutory dues applicable to it except in depositing Tax deducted at Source.

(b) According to the information and explanations given to us, there are no undisputed amount payable in respect of income tax, sales tax, customs duty, wealth tax and excise duty were outstanding as on 31st March 2012 for a period of more than six months from the date becoming payable except the following:

Name of the Statute	Nature of Dues	Amount in Lacs	Period to which the amount relates	Date of Payment
Income Tax Act	TDS	5.75 lacs	01.04.2011 to 30.09.2011	28.08.2012

(x) The company has no accumulated losses as at 31st March 2012 and it has not incurred any cash losses during the financial period ended on that date or in the immediately preceding financial year.

(xi) According to the records of the company examined by us and the information and explanations 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 except for Rs. 7.92 lacs which are overdue as at 31.03.2012.

(xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society.

(xiv) In respect of shares, securities, debentures and other investments, dealt in or traded by the company, proper records have been maintained in respect of transactions and contracts, and timely entries have been made therein.

(xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others, from banks or financial institutions during the year.

(xvi) The Company has not obtained any term loans during the current year except for unsecured loans taken from Banks/financial institutions/other parties.

(xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.

(xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the period.

(xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.

(xx) According to the information and explanations given to us, the company has raised a sum of Rs. 5510.40 lacs (including share premium of Rs. 4838.40 lacs) by way of public issues during the year under review. However, with regard to the disclosure of the end use of the meoney raised through public issue, it is submitted that an enquiry is pending before the securities and exchange board of India (SEBI). The end use of the funds raised is under scruting before the appropriate authorities and due mentioned has been made in notes to financial statements [refer note No. 34]; hence we have not commented upon the utilization of IPO proceeds.

(xxi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **SNMG & CO.**
Chartered Accountants
(Firm No. 004921N)

Sd/-
(Neeraj Gupta)
Partner
(M. No. 087004)

PLACE: NEW DELHI
DATED: 29.08.2012

Balance Sheet as at 31 March 2012
(All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2012	As at 31 March 2011
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	91,231,110
Reserves and Surplus	3	730,283,534	234,762,979
		888,714,644	**325,994,089**
Long Term Borrowings	4	1,036,645	23,464,831
Deferred Tax Liabilities	5	35,358,093	34,273,091
Other Long Term Liabilities	6	9,734,360	3,591,564
Long-Term Provisions	7	2,019,449	-
Current liabilities			
Short-Term Borrowings	8	1,988,768	35,943,095
Other Current Liabilities	9	123,579,393	144,719,241
Short-Term Provisions	10	3,116,946	13,728,530
		128,685,107	**194,390,866**
		1,065,548,298	**581,714,441**
Assets			
Non-current assets			
Fixed assets	11		
Tangible assets	11.1	205,407,854	94,170,067
Intangible assets	11.2	73,382,911	88,405,671
		278,790,765	**182,575,738**
Investments	12	16,994,636	1,444,636
Trade Receivables	13	77,798,565	83,953,393
Long-term loans and advances	14	174,954,695	44,385,830
Other Non Current Assets	15	125,820,287	45,271,739
		395,568,183	**175,055,598**
Current assets			
Trade Receivables	16	254,680,656	220,215,818
Cash and Cash Equivalents	17	9,051,636	435,039
Short-Term Loans and Advances	18	114,183,476	-
Other Current Assets	19	13,273,581	3,432,248
		391,189,349	**224,083,105**
		1,065,548,298	**581,714,441**

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

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

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

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Sd/-
Rakesh Bhhatia
Director

Sd/-
Sanjeev Kumar Mittal
Director

Place: New Delhi
Date: 29.08.2012

Sd/-
Kumar Pushkar
(Company Secretary)

Sd/-
Rajeev Kumar Agarwal
Manager (Finance)

Statement of Profit & Loss for the period ended 31 March 2012
(All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2012	As at 31 March 2011
Equity and Liabilities			
Shareholders' funds			
Revenue from Operations	20	644,470,271	709,632,009
Other income	21	5,535,338	431,558
Total revenue		**650,005,609**	**710,063,567**
Expenses			
Purchase Including Freight		518,133,360	543,197,456
Employee benefits expenses	22	23,286,229	16,509,762
Other expenses	23	45,573,417	40,085,503
Finance cost	24	3,163,557	7,519,683
Depreciation/ amortisation expenses	25	42,693,527	34,279,837
Total expenses		**632,850,090**	**641,592,241**
Profit before tax		**17,155,519**	**68,471,326**
Tax expense			
Current income tax		3,116,946	13,728,530
Deferred tax charge		1,085,002	8,461,120
Profit after tax		**12,953,571**	**46,281,676**
Prior Period/Extraordinary Items		1,273,018	1,470,375
Profit after tax and Extraordinary Items		**11,680,553**	**47,752,051**
Balance at the beginning of the period		**122,207,575**	**88,034,143**
Surplus Available		**133,888,129**	**135,786,194**
Amount Transfer to General Reserve			**13,578,619**
Surplus Carried Forward to Balance Sheet		**133,888,129**	**122,207,575**
Earnings per equity share (par value Re. 10 per share)			
- Basic		0.74	5.23
- Diluted		0.74	5.23

[Earnings per equity share expressed in absolute amount in Indian Rupees]

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

As per our report attached.

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Place: New Delhi
Date: 29.08.2012

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

Sd/-
Rakesh Bhhatia
Director

Sd/-
Sanjeev Kumar Mittal
Director

Sd/-
Kumar Pushkar
(Company Secretary)

Sd/-
Rajeev Kumar Agarwal
Manager (Finance)

STATEMENT OF CASH FLOW STATEMENT

DESCRIPTIONS	AS AT 31.03.2012	AS AT 31.03.2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	17,155,519	68,471,326
Add :		
Depreciation	42,693,527	34,279,837
Loss/ (Profit) on Sale Of Fixed Assets	685,710	(431,559)
Dividend	(1,768,920)	-
Interest Earned	(3,459,148)	-
Provision for Gratuity	617,889	-
Operating Profit before Working Capital changes	**55,924,577**	**102,319,604**
Adjustments for working capital changes		
Change in Trade Receivables	(28,310,010)	(81,399,466)
Change in Loans & Advances	(130,568,865)	11,115,776
Change in Current Liabilities	(48,951,379)	37,933,819
Changes in Current Assets	(184,970,252)	(4,078,342)
Cash Generated from Operations	**(336,875,930)**	**65,891,391**
Direct Taxes Paid (Net of refunds)	(13,728,530)	(8,433,568)
Extra ordinary /Prior period items	(19,474,561)	(4,067,435)
Net Cash Flow from Operating Activities	**(370,079,021)**	**53,390,388**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	(15,550,000)	-
Purchase of Fixed Assets	(139,844,264)	(62,469,863)
Sale of Fixed Assets	250,000	4,159,284
Dividend	1,768,920	-
Interest Earned	3,459,148	-
Net Cash Flow/(Used) in Investing Activities	**(149,916,196)**	**(58,310,579)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (Including Share Premium)	551,040,000	-
Changes in Long Term Borrowings	(22,428,186)	4,158,405
Net Cash Flow from Financing Activities	**528,611,814**	**4,158,405**
Net Increase in Cash & Cash Equivalent (A+B+C)	**8,616,597**	**(761,786)**
	8,616,597	**(761,786)**
Cash and Cash Equivalent at the beginning of the year	**435,039**	**1,196,826**
Cash and Cash Equivalent at the end of the year	**9,051,636**	**435,039**

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 Acountants of India .

Auditors Report

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Place: New Delhi
Date: 29.08.2012

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

Sd/-
Rakesh Bhhatia
Director

Sd/-
Sanjeev Kumar Mittal
Director

Sd/-
Kumar Pushkar
(Company Secretary)

Sd/-
Rajeev Kumar Agarwal
Manager (Finance)

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 applicable accounting standards referred to in Section 211(3C) of the Companies Act, 1956.

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 theses 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.

Pursuant to a Share Purchase Agreement ('SPA') dated November 25, 2011, the Company, through its subsidiary, Bharatiya Global Infomedia Ltd (BGIL), acquired 74% of Merit Exports Pvt. Ltd.(a closely held company) for Rs. 37,00,000/-. As on Balance Sheet date, the Company has acquired a total of 88.52% shareholding of Merit Exports Pvt. Ltd.

6. Depreciation

a) Depreciation on fixed assets is provided on the straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

b) 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.

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

	As at 31 March 2012	As at 31 March 2011
Note 2.1 : Share capital		
Authorised		
16,50,0000 Equity Shares of Rs. 10/- Each	165,000,000	165,000,000
(Last Year : 16,50,0000 Equity Shares of Rs. 10/-each Fully Paid Up)		
Issued, subscribed and fully paid-up:		
15843111 Equity Shares of Rs. 10/- each Fully Paid Up	158,431,110	91,231,110
(Last Year : 9123111 Equity Shares of Rs. 10/-each Fully Paid Up)		
	158,431,110	**91,231,110**

Note 2.2 : Reconciliation of Number of Shares Outstanding

Particulars	As at 31 March 2012 Equity Shares		As at 31 March 2011 Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	9,123,111	91,231,110	6,842,333	68,423,330
Issued during the year	6,720,000	67,200,000	2,280,778	22,807,780
Bought back during the year	-	-	-	-
At the end of the year	**15,843,111**	**158,431,110**	**9,123,111**	**91,231,110**

Note 2.3 : Shares held by shareholders holding more than 5% shares

Name of the shareholder	Number of shares as at 31 March 2012	Number of shares as at 31 March 2011
Rakesh Bhhatia	2,938,686	2,817,276
Arti Bhatia	1,924,937	1,924,544
Number One Finvest Pvt. Ltd	-	686,000
Rakesh Bhhatia (HUF)	-	540,000
BGIL Films & Technologies Ltd	-	514,295
Grindlay Finman Pvt. Ltd.	-	500,067
Number One Finsec Pvt. Ltd	-	499,554
Bhatia Investment & Finance Pvt. Ltd.	-	492,223

Note 2.4 : Terms/rights attached to equity shares

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 amonuts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 3: Reserve and surplus	As at 31 March 2012	As at 31 March 2011
Note 3.1: Securities premium account		
Opening balance	91,185,690	113,993,470
Less:- Utilize for Bonus Share	-	(22,807,780)
Add: Addition during the year	483,840,000	-
	575,025,690	91,185,690
Note 3.2 :General Reserve		
Opening balance	21,369,715	7,791,096
Add: Addition during the year	-	13,578,619
	21,369,715	**21,369,715**
Note 3.3 Profit and Loss Account		
Opening balance	122,207,576	88,034,143
Add: Transferred from Profit and Loss Account	11,680,553	34,173,431
	133,888,129	122,207,574
	730,283,534	**234,762,979**
Note 4: Long-term borrowings		
Unsecured Loan	**1,036,645**	**23,464,831**
	1,036,645	**23,464,831**
Note 5: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	35,157,619	34,273,091
On account of Unpaid retirement benefits	200,474	-
Net Deferred Tax Liabilities	**35,358,093**	**34,273,091**
Note 6: Long Term Liabilities		
Advance From Customer	6,752,375	205,896
Sundry Creditors	1,536,985	1,940,668
Other Liability	1,445,000	1,445,000
	9,734,360	**3,591,564**
Note 7: Long Term Provisions		
- Provision for Gratuity	2,019,449	**-**
	2,019,449	**-**

	As at 31 March 2012	As at 31 March 2011
Note 8 : Short Term Borrowing		
Secured Loan		
Working Capital loan from Royal Bank of Scottland N.V	-	30,015,139
Vehicles Loan _ HDFC Bank	939134.52	1578323.02
LIC Keyman	1049633.00	1049633.00
Hawk Fincap & Leasing Pvt. Ltd.	0.00	2500000.00
Exinn Securities Pvt. Ltd.	0.00	800000.00
	1,988,768	**35,943,095**
Note 9: Other current liabilities		
Sundry Creditors	118,731,329	122,964,556
Expenses Payable	2,245,141	5,314,418
Other payables-		
-Audit Fee Payable	317,158	216,034
-Service Tax Payable	18,576	1,806,345
-Other Liabilities	147,350	13,319,411
-TDS payable	2,119,839	1,098,477
		-
	123,579,393	**144,719,241**
	-	-
Note 10: Short term provisions		
-Provision for Income Tax	3,116,946	13,728,530
	3,116,946	**13,728,530**

BHARATIYA GLOBAL INFOMEDIA LIMITED

Note 11 : Fixes Assets

11.1 - Tangible Assets

	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
Particulars	As on 01.04.2011	Additions	Sale/ Adjustment	As on 31.03.2012	As on 31.03.2011	For the year	Adjustment	As on 31.03.2012	WDV as on 31.03.2012	WDV as on 31.03.2011
Computer	119,627,791	12,041,939	31,152,715	100,517,015	62,830,012	20,373,399	30,217,005	52,986,406	47,530,609	56,797,779
Furniture& Fixtures	6,787,992	7,047,593	-	13,835,585	1,343,288	473,016	-	1,816,304	12,019,281	5,444,704
Vehicles	7,493,613	529,305	-	8,022,918	3,314,693	712,168	-	4,026,861	3,996,057	4,178,920
Plant & Machinery	3,492,750	90,240,089	-	93,732,839	1,419,295	3,363,915	-	4,783,210	88,949,629	2,073,455
Office Equipments	2,904,765	6,021,568	-	8,926,333	922,802	280,941	-	1,203,743	7,722,590	1,981,963
Office Premises	-	21,555,000	-	21,555,000	-	58,558	-	58,558	21,496,442	-
Capital WIP	23,693,246	-	-	23,693,246	-	-	-	-	23,693,246	23,693,246
Total	**164,000,157**	**137,435,494**	**31,152,715**	**270,282,936**	**69,830,090**	**25,261,997**	**30,217,005**	**64,875,082**	**205,407,854**	**94,170,067**
Previous Year	**186,932,725**	**849,684**	**23,782,252**	**164,000,157**	**65,998,498**	**20,419,819**	**16,588,227**	**69,830,090**	**94,170,067**	**120,934,227**

Notes 11.2 Intangible Assets

	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
Particulars	As on 01.04.2011	Additions	Sale/ Adjustment	As on 31.03.2012	As on 31.03.2011	For the year	Adjustment	As on 31.03.2012	WDV as on 31.03.2012	WDV as on 31.03.2011
Softwares	106,324,693	2,408,770	-	108,733,463	26,419,022	17,431,530	-	43,850,552	64,882,911	79,905,671
Copy Right	3,500,000	-	-	3,500,000	-	-	-	-	3,500,000	3,500,000
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000
Total	**114,824,693**	**2,408,770**	**-**	**117,233,463**	**26,419,022**	**17,431,530**	**-**	**43,850,552**	**73,382,911**	**88,405,671**
Previous Year	**49,738,215**	**65,086,479**	**-**	**114,824,694**	**12,559,004**	**13,860,018**	**-**	**26,419,022**	**88,405,671**	**37,179,211**
Grand Total	**278,824,850**	**139,844,264**	**31,152,715**	**387,516,399**	**96,249,112**	**42,693,527**	**30,217,005**	**108,725,634**	**278,790,765**	**182,575,738**
Previous year	**236,670,940**	**65,936,163**	**23,782,252**	**278,824,851**	**78,557,502**	**34,279,837**	**16,588,227**	**96,249,112**	**182,575,738**	**158,113,438**

	As at 31 March 2012	As at 31 March 2011
Note 12: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost) - in subsidiary Companies		
30100 Equity Shares (P.Y. Nil) of Merit Exports (P) ltd	15,050,000	-
Investment in Equity Shares - Trade, Quoted (at cost) 572034 Equity Shares (P.Y. 572034) of BGIL Films & Technologies Ltd	1,444,636	1,444,636
Investment in NCDs (Non-Trade, unquoted) 500 Units (P.Y. Nil) of Religare Securities Limited	500,000	-
Aggregate value of unquoted investments	15,550,000	-
Aggregate value of quoted investments	1,444,636	1,444,636
Market Value : Rs. 1887712 (P.Y. 7436442/-)		
	16,994,636	**1,444,636**
Note 13: Trade Receivables (Non- Current)		
Unsecured		
-Debts outstanding for more than one year	77,798,565	83,953,393
	77,798,565	**83,953,393**
Note 14: Long-term loans and advances (unsecured, considered good)		
Security Deposits	486,300	1,236,300
Other Advances	174,468,395	43,149,530
	174,954,695	**44,385,830**
Note 15: Other Non Current Assets		
Stock in hand	100,679, 372	39,733,929
Preliminary Expenses/Public Issue Exp.	25,140,915	5,537,810
	125,820,287	**45,271,739**
Note 16: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	1,115,457	63,115,565
b) Other debts		
- Considered good	253,565,200	157,100,253
	254,680,656	**220,215,818**
Note 17: Cash and Cash Equivalents		
Cash in hand (As certified by the management)	2,754,256	394,062
Balances with scheduled banks:		
- in current accounts	6,297,380	40,977
	9,051,636	**435,039**

	As at 31 March 2012	As at 31 March 2011
Note 18: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	1,573,886	-
Inter Corporate deposits	111,500,000	-
Interest Accrued on Inter Corporate deposits	1,109,590	-
	114,183,476	**-**
Note 19: Other current assets		
TDS Receivable	3,266,887	3,352,875
Stock in Hand	-	16,681
Deposits	6,125,580	-
Interest Acrrued but not Due	32,323	15,579
Refund Due	-	47,113
Input Vat Credit	3,847,751	-
Cenvat Credit (Service Tax)	1,040	-
	13,273,581	**3,432,248**

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

	For the year ended 31 March 2012	For the year ended 31 March 2011
Note 20: Revenue from Operations		
Income from Information Technologies/Services	610,816,989	684,647,648
(including export sales)		
Income from Media	33,669,963	25,331,782
Increase/Decrease in Stock	(16,681)	(347,421)
	644,470,271	**709,632,009**
Note 21: Other Income		
Income from Investment & Finance		
Interest Income	3,459,148	-
Dividend	1,768,920	-
Exchange Rate Flactutation	307,270	-
Profit on sale of Assets	-	431,558
	5,535,338	431,558
Note 22: Employee benefits expenses		
Salaries and wages	16,722,725	13,511,538
Director Remuneration	2,670,000	2,340,000
Staff welfare	3,275,615	658,224
Gratuity	617,889	-
	23,286,229	**16,509,762**
Note 23: Other expenses		
Communication Expenses	2,220,958	887,636
Inland Travelling and conveyance	10,183,603	3,527,605
Foreign Travelling	370,000	-
Project Expenses	10,209,167	20,430,879
Recruitment Expenses	33,418	
Provident Fund Expenses	58,409	
Books & Periodicals	554,866	4,624
Brokerage & Commission	1,800	34,845
Office Expenses	2,930,270	389,043
Printing and stationery	1,542,053	113,775
Building Repair & Maintanance	590,971	
Rent	2,250,000	2,194,032

Rates and taxes	131,184	516,933
Fees and subscription	46,975	87,787
Entertainment/ business promotion	2,152,686	204,832
Electricity	1,254,122	969,441
Advertisement	603,530	18,440
Legal and professional	1,411,091	426,956
Repairs and maintenance	666,026	310,704
Vehicle Running & Maintenance	198,358	457,402
Insurance	478,266	384,111
Audit fees	100,000	100,000
Festivity expenses	126,956	-
Loss on sale of fixed assets	685,710	-
Legal Compensation Expenses	3,300,000	8,580,000
Watch & Ward Expenses	486,010	294,006
Miscellaneous Expenses	193,553	28,952
Priliminary Expenses/Public Issue Expenses written off	2,793,435	123,500
	45,573,417	**40,085,503**
Note 24. Finance cost		
Bank charges	111,889	33,411
Interest expense		
- on others	3,051,668	7,486,272
	3,163,557	**7,519,683**
Note 25: Depreciation		
Tangible Assets	25,261,997	20,419,819
Intangible Assets	17,431,530	13,860,018
	42,693,527	**34,279,837**

NOTES ON ACCOUNTS

26. Estimated amount of contract remaining to be executed on capital account and not provided for Rs 5,29,18,750/- (Previous Year Rs Nil)

27. Contingent Liabilities not provided for :

    a. Guarantees given by the company — Rs Nil (Pr. Year Nil)

    b. Claims against the company not acknowledge as debts — Rs Nil (Pr.Year Nil)

28. 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.

29. 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.

30. Business segment-wise Report (as per the reporting requirements of AS-17)

a. **Revenue**

	Current Year	Previous Year
I.T. Division	610800308	684338686
Media & Entertainment Div.	33669963	25293321
Others	5535338	431559
Total	**650005609**	**710063566**

b **Profits**

I.T. Division	5077191	57363970
Media & Entertainment Division.	8203678	10675797
Others	3874650	431559
Total	**17155519**	**68471326**

31. 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 Bhhatia – Chairman
    Arti Bhatia- w/o Mr. Rakesh Bhatia
    Sanjeev Mittal - Director Tech.

b) Details of Transaction:-	As on 31.03.12 (Rs.)	As on 31.03.11 (Rs.)
(i) Companies where control exists Transactions:		
Purchases/Services	60,00,000	NIL
Outstanding as at Balance Sheet Date Payables	NIL	5616530
Receivable	32807129	35389659
(ii) Key Management Personnel & their relatives Transactions:		
Directors Remuneration	2670000	2340000
Outstanding as at Balance Sheet Date		
Amount Payable	602295	4645000
Amount Receivable	2385882	1000000

32. The Company has paid Rs. 26,70,000/- to the Directors [P.Y. 23,40,000/-]as Directors Remuneration.

33. The basic earning per share is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. The net profit attributable to the equity shareholders is Rs. 1,16,80,553/- and weighted average number of equity shares is 15843111 (previous year 9123111) for the purpose of basic EPS.

34. Initial Public Offer (IPO)

The company has raised a sum of Rs. 5510.40 lacs (including share premium of Rs. 4838.40 lacs) by way of public issues during the year The utilization schedule of proceeds from IPO in the financial year 2011-12 is as under:

S. N.	Particulars	As per the Prospectus dated 16th July 2011(A)	Actual Utilization till 31st March 2012(B)	Amount to be utilized(C)	Total Revised Amount (B) + (C)
1	Setting up our Offices	989.60	715.15	274.45	989.60
2	Repayment of RBS Loan	269.72	293.12	0.00	293.12
3	IPO Expenses	277.36	312.85	0.00	312.85
4	Up gradation of Machinery & Assets	2204.67	1382.50	150.00	1532.50
5	General Corporate	650.00	711.39	0.00	711.39
6	Expansion of R & D	656.73	432.19	40.56	472.75
7	Meeting Long Term Working Capital Requirement	505.00	540.87	700.00	1240.87
8	Cash & Escrow Bank Account and Investments in ICDs	-	1165.01	-	-
	Total	**5553.08**	**5553.08**		**5553.08**

The funds in Inter Corporate Deposits have been temporarily deployed as an interim measure to earn interest pending deployment towards object of the issue. The Balance in the Escrow account is as per directions of SEBI order dated 28th of December 2011.

An extraordinary General Meeting of the Members was held during the year through postal ballot. And further details provided in Corporate Governance Report.

The proceed from the Initial Public Offer (IPO) of equity shares have beenutilized as follows after taking note of the deviation in utilization of IPO proceeds which were approved by the Shareholders of the company in the Extra Ordinary General Meeting through Postal Ballot for vary and/or revise the terms and conditions of the documents/contracts and also the utilization of the IPO in the Prospectus.

SEBI INVESTIGATION:

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) ad interim exparte order WTM/PS/IVD/47/12/2011 dated 28th December, 2011. Detailed submissions have been made by the company and have also appeared in personal hearing in front of Whole Time Members.

		Current Year (Rs.)	Previous Year (Rs.)
35.	CIF value of Imports	2,01,196	NIL
36.	Earning/Expenditure in Foreign Currency:		
	Earning in Foreign Currency:		
	Sale of Software	1,72,72,292	NIL
	(Including exchange rate fluctuation gain)		
	Expenditure in Foreign Currency:		
	Purchase of Hardware	5,20,853	12,92,240
	Foreign Travelling	3,70,000	NIL

37. In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were :
    (a) Employed through out the period at remuneration which in aggregate was not less than Rs. 60,00,000/- per annum (including Directors) - Nil.
    (b) Employed for part of period at remuneration which in aggregate was not less than Rs. 5,00,000/- per month (including Directors) - Nil
38. The company had obtained business loans from Banks/ Financial institutions, the repayment of some of which are not regular. An amount of Rs. 7.92 lacs is overdue as on 31.03.2012.
39. The Service Tax which was payable as on 31.03.2012 along with interest has since been paid in full on 31.07.2012.
40. Previous year figures have been regrouped/rearranged wherever considered necessary to make them comparable with the current year figures as per Revised Schedule VI of the Companies Act, 1956.
41. All known liabilities have been accounted for in books of account.

As per our report of even date

For **SNMG & CO.**
Chartered Accountants
(Firm No.004921N)

FOR AND ON BEHALF OF THE BOARD

Sd/-
(NEERAJ GUPTA)
PARTNER
Membership No.087004

Sd/-
(RAKESH BHHATIA)
DIRECTOR

Sd/-
(SANJEEV KUMAR MITTAL)
DIRECTOR

Sd/-
(KUMAR PUSHKAR)
COMPANY SECRETARY

Sd/-
((RAJEEV KUMAR AGARWAL)
MANAGER (FINANCE)

Place : New Delhi
Date : 29.08.2012

AUDITOR'S REPORT

To the Members of

BHARATIYA GLOBAL INFOMEDIA LIMITED

We have audited the attached consolidated Balance Sheet of **BHARATIYA GLOBAL INFOMEDIA LIMITED** as at 31st March 2012 and the consolidated statement of Profit and Loss Account and cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report thereto:

2. As required by the Companies (Auditor's Report) Order, 2003 (amendment Order 2004) issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company, as we considered appropriate, and in terms of the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the company.

3. Further to our comments in annexure referred to in paragraph (3) above, we report that:

   (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

   (b) In our opinion, the company as required by law, has kept proper books of account so far as appears from our examination of such books.

   (c) The consolidated Balance Sheet, the statement of Profit & Loss Account and cash flow dealt with by this report are in agreement with the books of account.

   (d) In our opinion, the Balance Sheet and the statement of Profit & Loss Account dealt with by this report, comply with the Accounting Standards referred in sub – section 3(C) of section 211 of the companies Act, 1956.

   (e) On the basis of written representations received from the directors as on 31.03.2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2012 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

   (f) In our opinion and to the best of our information and according to the explanations given to us, the said consolidated statements of accounts together with the other notes, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

i) In the case of Consolidated Balance Sheet, of the state of affairs of the company as at 31ST March 2012 and

ii) In the case of Consolidated statement of Profit and Loss Account, of the profit for the year ended on that date; and

iii) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For **SNMG & CO.**
Chartered Accountants
Firm No. 004921N

Sd/-
(Neeraj Gupta)
Partner
(M. No. 087004)

PLACE: NEW DELHI
DATED: 29.08.2012

Consolidated Balance Sheet as at 31 March 2012
(All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2012	As at 31 March 2011
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	158,431,110	91,231,110
Reserves and Surplus	3	730,283,534	234,762,979
		888,714,644	**325,994,089**
Long Term Borrowings	4	1,036,645	23,464,831
Minority Interest	5	1,471,788	
Deferred Tax Liabilities	6	34,936,271	34,273,091
Other Long Term Liabilities	7	9,734,360	3,591,564
Long-Term Provisions	8	2,019,449	-
Current liabilities			
Short-Term Borrowings	9	1,988,768	35,943,095
Other Current Liabilities	10	124,890,423	144,719,241
Short-Term Provisions	11	3,116,946	13,728,530
		129,996,137	**194,390,866**
		1,067,909,294	**581,714,441**
Assets			
Non-current assets			
Fixed assets	12		
Tangible assets	12.1	218,928,060	94,170,067
Intangible assets	12.2	73,382,911	88,405,671
		292,310,971	182,575,738
Investments	13	1,944,636	1,444,636
Goodwill on Consolidation	14	3,701,336	
Trade Receivables	15	77,798,565	83,953,393
Long-term loans and advances	16	175,060,610	44,385,830
Other Non Current Assets	17	125,820,287	45,271,739
		384,325,434	**175,055,598**
Current assets			
Trade Receivables	18	254,680,656	220,215,818
Cash and Cash Equivalents	19	9,116,875	435,039
Short-Term Loans and Advances	20	114,183,476	-
Other Current Assets	21	13,291,881	3,432,248
		391,272,888	**224,083,105**
		1,067,909,294	**581,714,441**

Significant accounting policies and notes to the financial statements 1-43

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

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

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Sd/-
Rakesh Bhhatia
Director

Sd/-
Sanjeev Kumar Mittal
Director

Place: New Delhi
Date: 29.08.2012

Sd/-
Kumar Pushkar
(Company Secretary)

Sd/-
Rajeev Kumar Agarwal
Manager (Finance)

Statement of Consolidated Profit & Loss Account for the period ended 31 March 2012

(All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2012	As at 31 March 2011
Revenue from Operations	22	644,470,271	709,632,009
Other income	23	5,535,338	431,558
Total revenue		**650,005,609**	**710,063,567**
Expenses			
Purchase Including Freight		518,133,360	543,197,456
Employee benefits expenses	24	24,244,559	16,509,762
Other expenses	25	45,901,642	40,085,503
Finance cost	26	3,163,557	7,519,683
Depreciation/ amortisation expenses	27	42,772,091	34,279,837
Total expenses		**634,215,209**	**641,592,241**
Profit before tax		**15,790,400**	**68,471,326**
Tax expense			
Current income tax		3,116,946	13,728,530
Deferred tax charge		663,180	8,461,120
Profit after tax		**12,010,274**	**46,281,676**
Prior Period/Extraordinary Items		1,273,018	1,470,375
Profit after tax and Extraordinary Items		**10,737,256**	**47,752,051**
Balance at the beginning of the period		**122,207,575**	**88,034,143**
Surplus Available		**132,944,832**	**135,786,194**
Amount Transfer to General Reserve			**13,578,619**
Surplus Carried Forward to Balance Sheet		**132,944,832**	**122,207,575**
Earnings per equity share (par value Re. 10 per share)			
- Basic		0.68	5.23
- Diluted		0.68	5.23

[Earnings per equity share expressed in absolute amount in Indian Rupees]

Significant accounting policies and notes to the financial statements 1-43

As per our report attached.

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Place: New Delhi
Date: 29.08.2012

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

Sd/-
Rakesh Bhhatia
Director

Sd/-
Sanjeev Kumar Mittal
Director

Sd/-
Kumar Pushkar
(Company Secretary)

Sd/-
Rajeev Kumar Agarwal
Manager (Finance)

CONSOLIDATED CASH FLOW STATEMENT

DESCRIPTIONS	AS AT 31.03.2012	AS AT 31.03.2011
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	15,790,400	68,471,326
Add :		
Depreciation	42,772,091	34,279,837
Loss/ (Profit) on Sale Of Fixed Assets	685,710.00	(431,559)
Income from Finance Activities	(5,228,068)	-
Provision for Gratuity	617,889	-
Operating Profit before Working Capital changes	**54,638,022**	**102,319,604**
Adjustments for working capital changes		
Change in Trade Receivables	(28,310,010)	(81,399,466)
Change in Loans & Advances	(129,418,865)	11,115,776
Change in Current Liabilities	(47,651,109)	37,933,819
Changes in Current Assets	(184,970,252)	(4,078,342)
Transfer to Goodwill	(3,701,336)	-
Transfer to Minoroity Interest	1,471,788	-
	(337,941,763)	**65,891,391**
Cash Generated from Operations		
Direct Taxes Paid (Net of refunds)	(13,728,530)	(8,433,568)
Extra ordinary /Prior period items	(19,897,938)	(4,067,435)
Net Cash Flow from Operating Activities	**(371,568,231)**	**53,390,388**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investment	(500,000)	-
Purchase of Fixed Assets	(150,914,764)	(62,469,863)
Sale of Fixed Assets	250,000	4,159,284
Dividend	1,768,920	-
Interest Earned	3,459,148	-
Net Cash Flow/(Used) in Investing Activities	**(145,936,696)**	**(58,310,579)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital (Including Share Premium)	551,040,000	-
Changes in Long Term Borrowings	(24,853,237)	4,158,405
		-
Net Cash Flow from Financing Activities	**526,186,763**	**4,158,405**
Net Increase in Cash & Cash Equivalent (A+B+C)	**8,681,836**	**(761,786)**
	8,681,836	**(761,786)**
Cash and Cash Equivalent at the beginning of the year	**435,039**	**1,196,826**
Cash and Cash Equivalent at the end of the year	**9,116,875**	**435,039**

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 Acountants of India .

Auditors Report

For **SNMG & Co.**
Chartered Accountant
Firm Registration No.: 004921N

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004

Place: New Delhi
Date: 29.08.2012

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

Sd/-	**Sd/-**	**Sd/-**
Rakesh Bhhatia	**Sanjeev Kumar Mittal**	
Director	Director	
Sd/-	**Sd/-**	
Kumar Pushkar	**Rajeev Kumar Agarwal**	
(Company Secretary)	**Manager (Finance)**	

CONSOLIDATED 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 applicable accounting standards referred to in Section 211(3C) of the Companies Act, 1956.

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 theses 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.

Pursuant to a Share Purchase Agreement ('SPA') dated November 25, 2011, the Company, through its subsidiary, Bharatiya Global Infomedia Ltd (BGIL), acquired 74% of Merit Exports Pvt. Ltd.(a closely held company) for Rs. 37,00,000/-. As on Balance Sheet date, the Company has acquired a total of 88.52% shareholding of Merit Exports Pvt. Ltd.

6. Depreciation

c) Depreciation on fixed assets is provided on the straight line method at the rates prescribed in Schedule XIV of the Companies Act, 1956.

d) 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.

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

	As at 31 March 2012	As at 31 March 2011
Note 2 : Share capital		
Authorised		
16,50,0000 Equity Shares of Rs. 10/- Each (Last Year : 16,50,0000 Equity Shares of Rs. 10/-each Fully Paid Up)	165,000,000	165,000,000
Issued, subscribed and fully paid-up:		
15843111 Equity Shares of Rs. 10/- each Fully Paid Up (Last Year : 9123111 Equity Shares of Rs. 10/-each Fully Paid Up)	158,431,110	91,231,110
	158,431,110	**91,231,110**

Note 2(a) : Reconciliation of Number of Shares Outstanding

Particulars	As at 31 March 2012 Equity Shares		As at 31 March 2011 Equity Shares	
	Number of Shares	Amount	Number of Shares	Amount
At the beginning of the year	9,123,111	91,231,110	6,842,333	68,423,330
Issued during the year	6,720,000	67,200,000	2,280,778	22,807,780
Bought back during the year	-	-	-	-
At the end of the year	**15,843,111**	**158,431,110**	**9,123,111**	**91,231,110**

Note 2(b) : Shares held by shareholders holding more than 5% shares

Name of the shareholder	Number of shares as at 31 March 2012	Number of shares as at 31 March 2011
Rakesh Bhhatia	2,938,686	2,817,276
Arti Bhatia	1,924,937	1,924,544
Number One Finvest Pvt. Ltd	-	686,000
Rakesh Bhhatia (HUF)	-	540,000
BGIL Films & Technologies Ltd	-	514,295
Grindlay Finman Pvt. Ltd.	-	500,067
Number One Finsec Pvt. Ltd	-	499,554
Bhatia Investment & Finance Pvt. Ltd.	-	492,223

Note 2(c) : Terms/rights attached to equity shares

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 amonuts. The distribution will be in proportion to the number of equity shares held by the shareholders.

	As at 31 March 2012	As at 31 March 2011
Note 3: Reserve and surplus		
Note 3.1: Securities premium account		
Opening balance	91,185,690	113,993,470
Less:- Utilisation for Bonus Share	-	(22,807,780)
Add: Addition during the year	483,840,000	-
	575,025,690	91,185,690
Note 3.2 :General Reserve		
Opening balance	21,369,715	7,791,096
Add: Addition during the year	-	13,578,619
	21,369,715	21,369,715
Note 3.3 Profit and Loss Account		
Opening balance	122,207,576	88,034,143
Add: Transferred from Profit and Loss Account	11,680,553	34,173,431
	133,888,129	122,207,574
	730,283,534	**234,762,979**
Note 4: Long-term borrowings		
Unsecured loans	1,036,645	23,464,831
	1,036,645	**23,464,831**
Note 5: Minority Interest		
Current Year	1471788	-
	1,471,788	**-**
Note 6: Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	35,157,619	34,273,091
Provision for gratuity	200,474	-
	35,358,093	34,273,091
Deferred Tax Assets	421,822	-
Net Deferred Tax Liabilities	**34,936,271**	**34,273,091**
Note 7: Long Term Liabilities		
Advance From Customer	6,752,375	205,896
Sundry Creditors	1,536,985	1,940,668
Other Liability	1,445,000	1,445,000
	9,734,360	**3,591,564**

	As at 31 March 2012	As at 31 March 2011
Note 8: Long Term Provisions		
- Provision for Gratuity	2,019,449	-
	2,019,449	**-**
Note 9: Short-term borrowings		
Secured Loan		
Working Capital Loan from Royal Bank of Scottland N.V		30,015,139
Vehicles Loan _ HDFC Bank	939134.52	1578323.02
LIC Keyman_Loan	1049633.00	1049633.00
Hawk Fincap & Leasing Pvt. Ltd.	0.00	2500000.00
Exinn Securities Pvt. Ltd.	0.00	800000.00
	1,988,768	**35,943,095**
Note 10: Other current liabilities		
Sundry Creditors	120,026,329	122,964,556
Expenses Payable	2,245,141	5,314,418
Other payables-		
-Audit Fee Payable	328,188	216,034
-Service Tax Payable	18,576	1,806,345
-Other Liabilities	147,350	13,319,411
-TDS payable	2,124,839	1,098,477
	124,890,423	**144,719,241**
Note 11: Short term provisions		
-Provision for Income Tax	3,116,946	13,728,530
	3,116,946	**13,728,530**

Consolidated Fixed Assets Schedule

Note 12 : Fixes Assets

12.1 - Tangible Assets

	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
Particulars	As on 01.04.2011	Additions	Sale/ Adjustment	As on 31.03.2012	As on 31.03.2011	For the year	Adjustment	As on 31.03.2012	WDV as on 31.03.2012	WDV as on 31.03.2011
Computer	119,627,791	12,041,939	31,152,715	100,517,015	62,830,012	20,373,399	30,217,005	52,986,406	47,530,609	56,797,779
Furniture& Fixtures	6,787,992	7,047,593	-	13,835,585	1,343,288	473,016	-	1,816,304	12,019,281	5,444,704
Vehicles	7,493,613	529,305	-	8,022,918	3,314,693	712,168	-	4,026,861	3,996,057	4,178,920
Plant & Machinery	3,492,750	90,240,089	-	93,732,839	1,419,295	3,363,915	-	4,783,210	88,949,629	2,073,455
Office Equipments	2,904,765	6,021,568	-	8,926,333	922,802	280,941	-	1,203,743	7,722,590	1,981,963
Office Premises	2,678,988	21,555,000	-	24,233,988	1,631,468	137,122	-	1,768,590	22,465,398	1,047,520
Freehold Land	1,480,750	-	-	1,480,750	-	-	-	-	1,480,750	1,480,750
Capital WIP	23,693,246	11,070,500	-	34,763,746	-	-	-	-	34,763,746	23,693,246
Total	**168,159,895**	**148,505,994**	**31,152,715**	**285,513,174**	**71,461,558**	**25,340,561**	**30,217,005**	**66,585,114**	**218,928,060**	**96,698,337**
Previous Year	**186,932,726**	**849,685**	**23,782,253**	**164,000,157**	**65,998,498**	**20,419,819**	**16,588,227**	**69,830,090**	**94,170,067**	**120,934,227**

Notes 12.2 Intangible Assets

	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
Particulars	As on 01.04.2011	Additions	Sale/ Adjustment	As on 31.03.2012	As on 31.03.2011	For the year	Adjustment	As on 31.03.2012	WDV as on 31.03.2012	WDV as on 31.03.2011
Softwares	106,324,693	2,408,770	-	108,733,463	26,419,022	17,431,530	-	43,850,552	64,882,911	79,905,671
Copy Right	3,500,000	-	-	3,500,000	-	-	-	-	3,500,000	3,500,000
Goodwill	5,000,000	-	-	5,000,000	-	-	-	-	5,000,000	5,000,000
Total	**114,824,693**	**2,408,770**	**-**	**117,233,463**	**26,419,022**	**17,431,530**	**-**	**43,850,552**	**73,382,911**	**88,405,671**
Previous year	**49,738,215**	**65,086,479**	**-**	**114,824,693**	**12,559,004**	**13,860,018**	**-**	**26,419,022**	**88,405,671**	**37,179,211**
Grand Total	**282,984,588**	**150,914,764**	**31,152,715**	**402,746,637**	**97,880,580**	**42,772,091**	**30,217,005**	**110,435,666**	**292,310,971**	**185,104,008**
Grand Total (Previous year)	**236,670,940**	**65,936,163**	**23,782,253**	**278,824,850**	**78,557,502**	**34,279,837**	**16,588,227**	**96,249,112**	**182,575,738**	**158,113,438**

	As at 31 March 2012	As at 31 March 2011
Note 13: Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
Investment in Equity Shares - Trade, Quoted (at cost)		
572034 Equity Shares (P.Y. 572034) of BGIL Films & Technologies Ltd	1,444,636	1,444,636
Investment in NCDs (Non-Trade, unquoted)		
500 Units (P.Y. Nil) of Religare Securities Limited	500,000	-
Aggregate value of unquoted investments	500,000	-
Aggregate value of quoted investments	1,444,636	1,444,636
Market Value : Rs. 1887712 (P.Y. 7436442/-)		
	1,944,636	**1,444,636**
Note 14: Goodwill on Consolidation		
Goodwill	3,701,336	-
	3,701,336	**-**
Note 15: Trade Receivables (Non- Current)		
Unsecured		
-Debts outstanding for more than one year	77,798,565	83,953,393
	77,798,565	**83,953,393**
Note 16: Long-term loans and advances (unsecured, considered good)		
Security Deposits	592,215	1,236,300
Other Advances	174,468,395	43,149,530
	175,060,610	**44,385,830**
Note 17: Other Non Current Assets		
Stock in hand	100,679,372	39,733,929
Preliminary Expenses/ Public Issue Exp.	25,140,915	5,537,810
	125,820,287	**45,271,739**
Note 18: Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months		
- Considered good	1,115,457	63,115,565
b) Other debts		
- Considered good	253,565,200	157,100,253
	254,680,656	**220,215,818**

	As at 31 March 2012	As at 31 March 2011
Note 19: Cash and Cash Equivalents		
Cash in hand	2,805,534	394,062
Balances with scheduled banks:		
- in current accounts	6,311,341	40,977
	9,116,875	**435,039**
Note 20: Short-term loans and advances (unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	1,573,886	-
Inter Corporate deposits	111,500,000	-
Interest Accrued on Inter Corporate deposits	1,109,590	-
	114,183,476	**-**
Note 21: Other current assets		
TDS Receivable	3,266,887	3,352,875
Stock in hand	-	16,681
Deposits	6,125,580	-
Interest Acrrued but not Due	32,323	15,579
Refund Due	18,300	47,113
Input Vat Credit	3,847,751	-
Cenvat Credit (Service Tax)	1,040	-
	13,291,881	**3,432,248**

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

	For the year ended 31 March 2012	For the year ended 31 March 2011
Note 22: Revenue from Operations		
Income from Information Technologies/Services	610,816,989.28	684,647,648.00
Income from Media	33,669,963.00	25,331,782.00
Increase/Decrease in Stock	(16,680.80)	(347,421.00)
	644,470,271	**709,632,009**
Note 23: Other Income		
Income from Investment & Finance		
Interest Income	3,459,147.54	
Dividend	1,768,920.47	
Exchange Rate Flactuation	307,269.77	
Profit on sale of Assets	-	431,558.00
	5,535,338	**431,558**
Note 24: Employee benefits expenses		
Salaries and wages	17,627,925.10	13,511,538.00
Director Remuneration	2,670,000.00	2,340,000.00
Staff welfare	3,328,744.76	658,224.00
Gratuity	617,889	-
	24,244,559	**16,509,762**
Note 25: Other expenses		
Communication Expenses	2,253,442.60	887,636
Inland Travelling and conveyance	10,302,055.35	3,527,605
Foreign Travelling	370,000.00	-
Project Expenses	10,209,167.27	20,430,879
Recruitment Expenses	33,418.00	-
Provident Fund	58,409.00	-
Books & Periodicals	554,866.00	4,624
Brokerage & Commission	1,800.00	34,845
Office Expenses	2,979,708.00	389,043
Printing and stationery	1,561,801.00	113,775
Building Repair & Maintanance	639,571.00	-
Rent	2,250,000.00	2,194,032
Rates and taxes	131,184.16	516,933

Fees and subscription	47,375.00	87,787
Entertainment/ business promotion	2,164,013.07	204,832
Electricity	1,254,122.00	969,441
Advertisement	603,530.00	18,440
Legal and professional	1,411,091.00	426,956
Repairs and maintenance	702,771.30	310,704
Vehicle Running & Maintenance	198,357.57	457,402
Insurance	478,266.00	384,111
Audit fees	111,030.00	100,000
Festivity expenses	126,956.00	-
Loss on sale of fixed assets	685,710.00	-
Legal Compensation Expenses	3,300,000.00	8,580,000
Watch & Ward Expenses	486,010.00	294,006
Miscellaneous Expenses	193,552.76	28,952
Priliminary Expenses/Public Issue Expenses written off	2,793,435.00	123,500
	45,901,642	**40,085,503**
Note26: Finance cost		
Bank charges	111,889	33,411
Interest expense		
- on others	3,051,668	7,486,272
	3,163,557	**7,519,683**
Note 27: Depreciation/Amortization		
Tangible Assets	25,340,560.69	20,419,819
Intangible Assets	17,431,530.00	13,860,018
	42,772,091	**34,279,837**

28 Estimated amount of contract remaining to be executed on capital account and not provided for Rs.5,84,83,750- (Previous Year Rs Nil)

29. Contingent Liabilities not provided for :

a. Guarantees given by the company Rs Nil (Pr. Year Nil)

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

30. 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.

31. 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.

32. Business segment-wise Report (as per the reporting requirements of AS-17)

	Revenue	**Current Year**	**Previous Year**
	I.T. Division	610800308	684338686
	Media & Entertainment Div.	33669963	25293321
	Others	5535338	431559
	Total	650005609	710063566
b	**Profits**		
	I.T. Division	5077191	57363970
	Media & Entertainment Division.	8203678	10675797
	Others	2509531	431559
	Total	15790400	68471326

33. 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 Bhhatia – Chairman

Arti Bhatia- w/o Mr. Rakesh Bhatia

Sanjeev Mittal - Director Tech.

b)	Details of Transaction:-	As on 31.03.12 (Rs.)	As on 31.03.11 (Rs.)
(i)	Companies where control exists Transactions:		
	Purchases/Services	60,00,000	NIL
	Outstanding as at Balance Sheet Date		
	Payables	NIL	5616530
	Receivable	32807129	35389659
(ii)	Key Management Personnel & their relatives Transactions:		
	Directors Remuneration	2670000	2340000
	Outstanding as at Balance Sheet Date		
	Amount Payable	602295	4645000
	Amount Receivable	2385882	1000000

34. The Company has paid Rs. 26,70,000/- to the Directors [P.Y. 23,40,000/-]as Directors Remuneration.

35. The basic earning per share is computed by dividing the net profit after tax for the year by the weighted average number of equity shares outstanding during the year. The net profit attributable to the equity shareholders is Rs. 10737256/- and weighted average number of equity shares is 15843111 (previous year 9123111) for the purpose of basic EPS.

36. **Initial Public Offer (IPO)**

The company has raised a sum of Rs. 5510.40 lacs (including share premium of Rs. 4838.40 lacs) by way of public issues during the year The utilization schedule of proceeds from IPO in the financial year 2011-12 is as under:

S. N.	Particulars	As per the Prospectus dated 16th July 2011(A)	Actual Utilization till 31st March 2012(B)	Revised/ Proposed utilization(C)	Total Revised Amount (B) + (C)
1	Setting up our Offices	989.60	715.15	274.45	989.60
2	Repayment of RBS Loan	269.72	293.12	0.00	293.12
3	IPO Expenses	277.36	312.85	0.00	312.85
4	Up gradation of Machinery & Assets	2204.67	1382.50	150.00	1532.50
5	General Corporate	650.00	711.39	0.00	711.39
6	Expansion of R & D	656.73	432.19	40.56	472.75
7	Meeting Long Term Working Capital Requirement	505.00	540.87	700.00	1240.87
8	Cash & Escrow Bank Account and Investments in ICDs	-	1165.01	-	-
	Total	5553.08	5553.08		5553.08

The funds in Inter Corporate Deposits have been temporarily deployed as an interim measure to earn interest pending deployment towards object of the issue. The Balance in the Escrow account is as per directions of SEBI order dated 28th of December 2011.

An extraordinary General Meeting of the Members was held during the year through postal ballot. And further details provided in Corporate Governance Report.

The proceed from the Initial Public Offer (IPO) of equity shares have beenutilized as follows after taking note of the deviation in utilization of IPO proceeds which were approved by the Shareholders of the company in the Extra Ordinary General Meeting through Postal Ballot for vary and/or revise the terms and conditions of the documents/contracts and also the utilization of the IPO in the Prospectus.

SEBI INVESTIGATION:

The Company is under process of investigation as per Securities Exchange Board of India (SEBI) ad interim exparte order WTM/PS/IVD/47/12/2011 dated 28th December, 2011. Detailed submissions have been made by the company and have also appeared in personal hearing in front of Whole Time Members.

	Current Year (Rs.)	Previous Year (Rs.)
37. CIF value of Imports:	2,01,196	NIL
38. Earning/Expenditure in Foreign Currency:		
Earning in Foreign Currency:		
Sale of Software	1,72,72,292	NIL
(Including exchange rate fluctuation gain)		
Expenditure in Foreign Currency:		
Purchase of Hardware	5,20,853	12,92,240
Foreign Travelling	3,70,000	NIL

39. In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were :

(a) Employed through out the period at remuneration which in aggregate was not less than Rs. 60,00,000/- per annum (including Directors) - Nil.

(b) Employed for part of period at remuneration which in aggregate was not less than Rs. 5,00,000/- per month (including Directors) - Nil

40. The company had obtained business loans from Banks/ Financial institutions, the repayment of some of which is not regular. An amount of Rs. 7.92 lacs is overdue as on 31.03.2012.

41. The Service Tax which was payable as on 31.03.2012 along with interest has since been paid in full on 31.07.2012.

42. Previous year figures have been regrouped/rearranged wherever considered necessary to make them comparable with the current year figures as per Revised Schedule VI of the Companies Act, 1956

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

As per our report of even date
For **SNMG & CO.**
Chartered Accountants
(Firm No.004921N)
Sd/-
(NEERAJ GUPTA)
PARTNER
Membership No.087004

Place : New Delhi
Date : 29.08.2012

FOR AND ON BEHALF OF THE BOARD

Sd/-	**Sd/-**
(RAKESH BHHATIA)	**(SANJEEV KUMAR MITTAL)**
DIRECTOR	DIRECTOR
Sd/-	**Sd/-**
(KUMAR PUSHKAR)	**(RAJEEV KUMAR AGARWAL)**
COMPANY SECRETARY	**MANAGER (FINANCE)**

Bharatiya Global Infomedia Limited

Regd. Office: B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue

Name of the attending member (In block letters) Mr. /Mrs. /Miss.....
Name of the proxy (in block letters to be filled in by Proxy attending instead of the member.....

No. of shares held : ..... Ledger Folio No. : .....

DP Id No.* : ..... Client Id.* : .....

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING on Wednesday, the 26th September 2012, at 11:30 A.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

....
Member's Signature Proxy's Signature

Note:
1. Shareholders / proxies are requested to bring the attendance slip with them.
2. Additional/Duplicates attendance slips will not be issued the meeting hall.

*Applicable for investors holding share in electronics form.

Tear Here

Bharatiya Global Infomedia Limited

Regd. Office: B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024

PROXY FORM

I/We.....of.....being a member/Members of **Bharatiya Global Infomedia Limited** hereby appoint.....of ..... as my / our proxy to attend and vote for me /us on my / our behalf at the EIGHTEENTH ANNUAL GENERAL MEETING on Wednesday, the 26th September 2012, at 11:30 A.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, and at any adjournment thereof.

No. of shares held : ..... Ledger Folio No. : .....

DP Id No.* : ..... Client Id.* : .....

Date: ..... Signature: .....

Affix Re. 1/- Revenue Stamp

Note: The Proxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.
* Applicable for investors holding shares in electronic form.