

26th Annual Report 2014-15



BGIL Films & Technologies Limited



**Merging Entertainment
&
Technology**



BGIL Films & Technologies Limited

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia
Chairman

Ms. Arti Bhatia
Executive Director

Mr. Nirmal Vaid
Executive Director

Mr. Harjit Singh Anand
Independent Director

Mr. Rajeev Kumar
Independent Director

Ms. Ashok Kumar Juneja
Independent Director

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/s Mas Services Limited.
T-34, 2nd Floor, Okhla Industrial Area
Phase-II, New Delhi-110020
Tel: 011-26387281/82/83.
Fax No. 011-26387384

AUDITORS

M/s SNMG & Co.
Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.
Chartered Accountants

BANKERS

Axis Bank Limited

CORPORATE OFFICE

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

REGIONAL OFFICE

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

CIN No. of the Company
L65993DL1989PLC035572

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BGIL Films & Technologies Limited

Notice

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of BGIL Films & Technologies Limited will be held as under:

DAY : **Tuesday**
DATE : **29th September, 2015**
TIME : **11.30 A.M.**
VENUE : **A-81, Bipin Chandra Pal Memorial Trust,
C.R. Park, New Delhi-110019**

to transact the following business:

Ordinary Business

Item No. 1- Adoption of financial statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance sheet as at March 31, 2015, the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.

Item No.2- Ratification of Appointment of Auditors.

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

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), appointment of M/s SNMG & Co., Chartered Accounts (Firm Registration No. 004921N), New Delhi, be and is hereby ratified as the Auditors of the Company from this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.”

Special Business:

Item No. 3- Appointment of Mrs. Arti Bhatia (DIN: 00047040), as a Director, liable to retire by rotation and also a Whole-Time Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013, and rules made there under and the Articles of Association of the Company, Mrs. Arti Bhatia, who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 03, 2015 and who holds office until the date of the AGM, in terms of Section

161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her intention to propose Mrs. Arti Bhatia a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196 and 197, schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mrs. Arti Bhatia, as a Whole-time director of the Company for a period of five years, with effect from September 03, 2015 on the terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

1. Salary per month: as specify by the Board.
2. Perquisites and allowances :
 - a) Housing: House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity water, Soft furnishing, hard furnishing & repairs, helper’s allowances, and security services.
 - b) Medical Expenses: Reimbursement of actual medical expenses & LTC as per the rules of the Company.
 - c) Contribution to Provident Fund, Superannuation Fund & Annuity Fund: Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.
 - d) Gratuity: Gratuity as per the rules of the Company.
 - e) Earned/privilege leave: As per the rules of the Company.
 - f) Encashment of leave: As per the rules of the Company.

RESOLVED FURTHER THAT, notwithstanding anything herein above stated where in any financial year, during the tenure of Mrs. Arti Bhatia as a Whole time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Arti Bhatia the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of part II of schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

Item No. 4- Appointment of Mr. Nirmal Vaid (DIN:), as a Director, liable to retire by rotation and also a Whole-Time Director.

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013, and rules made there under and the Articles of Association of the Company, Mr. Nirmal Vaid, who was appointed as an Additional Director of the Company by the Board of Directors with effect

from September 03, 2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Nirmal Vaid a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196 and 197, schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mr. Nirmal Vaid, as a Whole-time director of the Company for a period of five years, with effect from September 03, 2015 on the terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

3. Salary per month: as specify by the Board.
4. Perquisites and allowances :
 - g) Housing: House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity water, Soft furnishing, hard furnishing & repairs, helper’s allowances, and security services.
 - h) Medical Expenses: Reimbursement of actual medical expenses & LTC as per the rules of the Company.
 - i) Contribution to Provident Fund, Superannuation Fund & Annuity Fund: Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.
 - j) Gratuity: Gratuity as per the rules of the Company.
 - k) Earned/privilege leave: As per the rules of the Company.
 - l) Encashment of leave: As per the rules of the Company.

RESOLVED FURTHER THAT, notwithstanding anything herein above stated where in any financial year, during the tenure of Mr. Nirmal Vaid as a Whole time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nirmal Vaid the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of part II of schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

By order of the Board of Directors
For BGIL Films & Technologies Limited

Place: New Delhi

Date: September 03, 2015

Sd/-
Rakesh Bhatia
Director

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
3. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested. To send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.
5. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we requested you to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.
7. The Registers of Members of the Company will remain closed on 23th September 2015 to 29th September, 2015 both days inclusive.
8. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and singed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.

12. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 09.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.
13. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Mas Services Limited.
14. Details required under Clause 49 of the Listing Agreement entered with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, are annexed to this notice.
15. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Mas Services Limited.
16. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020
17. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
18. No gifts will be distributed at the annual general meeting.
19. Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.
20. Members are requested to furnish their Change of address, e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020
21. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
22. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2015 will be available on the Company's website, www.bgilfilms.com.
23. Company to be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
24. The Company has appointed Mr. Prashant Singh (C. P. No. 14123), Practicing Company

Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

25. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the Stock Exchanges.

26. PROCEDURE FOR E-VOTING

The Company has entered into Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID,
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>"Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</p> <p>" In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.If your name is Harish Kumar with folio number 100 then enter HAA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

	(viii) After entering these details appropriately, click on "SUBMIT" tab.
	(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
	(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
	(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
	(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
	(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
	(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
	(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
	(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
	(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
	E-voting fo Non-Individuals
	(xviii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and are to log on to www.evotingindia.com and register themselves as Corporate Shareholders.
	(xix) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
	(xx) After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
	(xxi) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
	(xxii) They should upload a scanned copy of the Board Resolution /Authority letter etc. together with specimen signature (s) of the duly authorized signatory (ies) who are authorized to vote , in PDF format in the system for the scrutinizer to verify the same.
	(xxiii) The e-voting period commences on September 26, 2015 (9.00 a.m.) and ends on September 28, 2015 (5.00 p.m.). In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board at its meeting held on September 03, 2015, appointed Mrs. Arti Bhatia as an Additional Director of the Company with effect from September 03, 2015, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Arti Bhatia will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Arti Bhatia for the office of director.

The Company has received from Arti Bhatia (i) consent in writing to acts as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, the Board at its meeting held on September 03, 2015, appointed (subject to the approval of members in the general meeting). Arti Bhatia as a Whole-time director of the Company for a period of five years commencing September 03, 2015.

The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution.
2. Period of appointment: Five years beginning September 03, 2015 and ending on September 02, 2020.
3. Arti Bhatia shall perform such duties as shall from time to time to be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Arti Bhatia as a Whole-time director for a period of five years commencing September 03, 2015.

No director, key managerial personnel or their relatives, except Arti Bhatia, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

Item No.4

The Board at its meeting held on September 03, 2015, appointed Mr. Nirmal Vaid as an Additional Director of the Company with effect from September 03, 2015, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Nirmal Vaid will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Nirmal Vaid for the office of director.

The Company has received from Nirmal Vaid (i) consent in writing to acts as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,

and (ii) DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, the Board at its meeting held on September 03, 2015, appointed (subject to the approval of members in the general meeting). Nirmal Vaid as a Whole-time director of the Company for a period of five years commencing September 03, 2015.

The terms and conditions of his appointment are as follows:

1. Remuneration: As provided in the resolution.
2. Period of appointment: Five years beginning September 03, 2015 and ending on September 02, 2020.
3. Nirmal Vaid shall perform such duties as shall from time to time to be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The resolution seeks the approval of members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder for the appointment of Nirmal Vaid as a Whole-time director for a period of five years commencing September 03, 2015.

No director, key managerial personnel or their relatives, except Nirmal Vaid, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no.4 for the approval of the members.

By order of the Board of Directors
For BGIL Films & Technologies Limited

Place: New Delhi

Date: September 03, 2015

Sd/-
Rakesh Bhatia
Director

Annexure A

DISCLOSURE AS PER CLAUSE 49 OF THE LISTING AGREEMENT FOR APPOINTMENT/ RE-APPOINTMENT OF DIRECTORS. BRIEF PARTICULARS OF DIRECTORS BEING APPOINTED/RE-APPOINTED ARE AS FOLLOWS

NAME	Arti Bhatia	Nirmal Vaid
Date Of Birth	24/06/1967	03/01/1962
Date Of Appointment	03/09/2015	03/09/2015
Brief Profile Covering Experience, Achievements Etc	She has done B.A., B.Ed. course from the Kota University, India. She has more than 26 Years of Working experience in HR & Administration and Banking Activities,	He has done B. Com from Delhi University, India. He has more than 28 years of working experience in the field of Media & entertainment Industry.
Shares Held In The Company	185653	Nil

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 26th Annual Report with the Audited Financial Statements of BGIL Films & Technologies Limited (BGFT) for the financial year ended March 31st, 2015.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	Financial Year Ended March 31, 2015	Financial Year Ended March 31, 2014
Gross Income		
Information Technologies/services	1347.13	1325.88
Media	154.70	162.16
Other Income	6.84	6.45
Increase/ Decrease in Stock	0.60	36.36
TOTAL INCOME	1509.27	1530.85
Less:		
TOTAL EXPENDITURE	1412.60	1435.67
Profit before depreciation, Interest & Tax	96.68	95.18
Less: Interest	0.07	0.62
Depreciation	89.61	92.89
Profit Before Tax (PBT)	7.00	1.66
Tax expenses including deferred tax	8.19	(12.23)
Profit after Tax and Extraordinary items	(1.19)	14.68
Balance brought forward from previous Year	334.84	320.16
Balance carried forward	333.64	334.84

TRANSFER TO RESERVES

There is no provision for any transfer to reserves for the period under review.

DIVIDEND

There is no possibility for dividend this year; it is recommended to look forward for the same keeping in mind the future growth of the company.

Company's Performance

For the Financial year 2014-15 ended March 31, 2015, revenue from operations were Rs.1501.83 lacs, out of which revenue from Information Technologies sector were Rs. 1347.13; there is an increase of 1.60 % over last year (Rs.1325.88 Lacs in 2013-14). Further, Earnings before interest, tax, depreciation and amortization (EBITDA) are Rs. 96.68 Lacs (Rs.95.18 Lacs). The management of your Company tries its best to get a good position in Media & Entertainment Industry besides growth areas from Technology sector. Some critical conditions running in Worldwide economy and Indian economy also faced many undesirable conditions by

which the wheels of progress of Industries in India, not gone in right path but the Management of your Company have deep knowledge in the field of media & technology, trying hard to get good results in coming years.

SHARE CAPITAL

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

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the period under review.

DIRECTORS

Mrs. Jaya Misra who was earlier appointed on 14th August, 2014 as an Additional Director on the Board and further she was elevated as Whole Time Director w. e. f. 29th August, 2014 of the Company for a period of five years, subject to the Shareholders approval in the ensuing Annual General Meeting, has resigned from the office of Whole Time Director dated 30th May, 2015

Mrs. Arti Bhatia was appointed as an whole time Director w. e. f. September 03, 2015 for a period of five years, subject to the Shareholders approval in the ensuing Annual general Meeting.

Mr. Nirmal Vaid was also appointed as Whole Time Director w. e. f. 03rd September, 2015 for a period of five years, subject to the Shareholders approval in the ensuing Annual general Meeting.

A brief resume of the Directors appointed/ retire at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and names of Companies in which they hold directorship and / or membership / chairmanships of Committees of the Board, as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India, is given in the section of Corporate Governance forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. in preparation of the Annual Accounts, the applicable accounting standards have been Followed.
2. The Directors had selected such Accounting Policies and applied them consistently and Made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the Annual Accounts on a going concern basis.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under section 134 of the Companies Act, 2013 and the Rules made there under, as amended.

AUDITORS

The auditors, SNMG & Co., Chartered Accountants (Firm Registration No.004921N), hold office until the conclusion of the AGM and eligible for reappointment.

MANAGEMENT DISCUSSION AND ANALYSIS:

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

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

MANAGEMENT:

During the year under review, following appointment and resignations of Directors & Key Managerial Personnel have taken place:

Secretarial Audit:

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s Ritika Shaw & Associates as Secretarial Auditors of the Company.

The Secretarial Audit Report is appended as Annexure - I to this report.

COMMITTEES OF THE BOARD:

Currently, the Board has the following Committees:

- a) Audit Committee.
- b) Nomination and Remuneration Committee.
- c) Stakeholder Relationship Committee.
- d) Risk Management Committee.
- e) Internal Complaints Committee.

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



Audit Committee:

The current composition of Audit Committee is as follows:

Chairman :	Mr. Rajeev Kumar	- Independent Director
Members :	Mr. Rakesh Bhatia	- Executive Director
	Mr. Harjit Singh Anand	- Independent Director
	Mr. Ashok Kumar Juneja	- Independent Director

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

Nomination and Remuneration Committee:

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

Chairman :	Mr. Rajeev Kumar	- Independent Director
Members :	Mr. Rakesh Bhatia	- Executive Director
	Mr. Harjit Singh Anand	- Independent Director
	Mr. Ashok Kumar Juneja	- Independent Director

Stakeholder Relationship Committee:

The current composition of Stakeholder Relationship Committee is as follows:

Chairman :	Mr. Rajeev Kumar	- Independent Director
Members :	Mr. Rakesh Bhatia	- Executive Director
	Mr. Harjit Singh Anand	- Independent Director

Risk Management Committee:

Chairperson :	Mr. Rakesh Bhatia	- Executive Director
Members :	Mr. Rajeev Kumar	- Independent Director
	Mr. Harjit Singh Anand	- Independent Director
	Mr. Ashok Kumar Juneja	- Independent Director

Internal Complaints Committee:

The current composition of Internal Complaints is as follows:

Chairperson :	Mr. Rakesh Bhatia	- Executive Director
Members :	Mr. Nirmal Vaid	- Executive Director
	Ms. Arti Bhatia	- Executive Director
	Ms. Bharti Saha	- Executive

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of Annual Return in Form MGT-9 is appended as Annexure - II to this report.

INTERNAL FINANCIAL CONTROL:

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

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

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Whistle Blower Policy of the Company is also posted on the website of the Company www.bgilfilms.com and is appended as Annexure - III to this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Your Company an Infotainment Company with its core operation being related technologies into Media & Films does not involve in any manufacturing activity during the period under review.

No particulars are therefore furnished in this report in relation to the conservation of energy and technology absorption as required under Section 134 of the Companies Act, 2013.

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

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

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

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

CORPORATE GOVERNANCE:

Your Company has been practicing the principles of good corporate governance over the years and it is a continuous and ongoing process. A detailed Report on Corporate Governance practices followed by your Company, in terms of Clause 49(X) of the Listing Agreement together with a Certificate from the Auditors confirming compliance with the conditions of Corporate Governance are provided separately in this Annual Report. Certificate of CEO / CFO, inter alia, confirming the correctness of the financial statements, adequacy of the internal measures and reporting of matters to the audit committee in terms of the clause 49 of the listing agreements with stock exchanges, is also attached as a part of this Annual Report.

MEETINGS OF THE BOARD:

During the year under review, Five (5) meetings of the Board of Directors were held the details

of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between two Board Meetings was not more than One Hundred and Twenty Days.

NOMINATION & REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection & appointment of Directors, Senior Management and their remuneration. The Nomination & Remuneration Policy is attached along with the Corporate Governance Report of the Company that forms part of the Annual Report, is appended as Annexure V.

FOREIGN EXCHANGE EARNING AND OUTGO

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

PARTICULARS	31.03.2015	31.03.2014
Earning in Foreign Currency:		
Expenditure in Foreign Currency:	NIL	NIL
Import of Goods	47449	NIL

Risk Management

The Board of Directors is entrusted with various key functions including framing, implementing and monitoring the risk management plan for the Company; ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the laws and relevant standards.

The Board of Directors has adopted the Risk Management Policy coupled with the Enterprise Risk Management framework and also established related procedures to inform Board Members about the risk assessment and minimization procedures. Major risks are identified, adequately mitigated continuously and same are reported to the Audit Committee and Board of Directors along with the action taken report. Risk is assessed and mitigated by the Risk Management Procedure involving identification and prioritization of risk events; Categorization of risks into High, Medium and Low based on the business impact and likelihood of occurrence of risks; Risk Mitigation & Control and update risk identification and prioritization.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's Risk Management policies, systems and procedures. Internal Audit function is entrusted to KPMG - the independent Internal Auditors. Internal Audit report is presented to the Audit Committee on regular basis and the Chairman of the Audit Committee briefs the Board of Directors about the same.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment-free workplace for every individual working in the Company. As per the requirement of The Sexual Harassment of

Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made there under, the Company has constituted an Internal Complaints Committees. During the financial year under review, no complaint was filed under the aforesaid Act.

Share Capital & Listing of Securities

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

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

Particulars of loans given, investment made, guarantees given and securities provided

The Company has not given any loans, guarantees under Section 186 of the Act. Particulars of investments made by the Company during the financial year 2014-15 are provided in the financial statements.

Internal Financial Controls

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

ACKNOWLEDGMENT

Your Directors thank the Union Government, Government of Maharashtra as also all the Government agencies, banks, financial institutions, shareholders, registrar, share transfer agents, vendors, customers, employees and other business associates, who, through their continued support and cooperation, have helped as partners in your Company's progress. The Directors are also deeply touched by the efforts, sincerity and loyalty displayed by the employees without whom the growth of the Company is unattainable. The Directors seek, and look forward to the same support during the future years of growth.

By order of the Board of Directors
For BGIL Films & Technologies Limited

Place: New Delhi

Date: September 03, 2015

Sd/-
Rakesh Bhatia
Director

Ritika Shaw
(ACS, B.COM, NCFM)
Practicing Company Secretary

R SHAW & ASSOCIATES
Mobile Nos: 99-998-84508
97-113-61479
Phone No: 011-43011969
011-25074078
E-Mail: csritikashaw@gmail.com

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members
BGIL Films & Technologies Limited
B-13, LGF Amar Colony,
Lajpat Nagar-IV,
New Delhi-110024

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BGIL Films & Technologies Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the **BGIL Films & Technologies Limited** Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board - processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained and provided by the Company for the Financial Year ended on March 31, 2015 according to the provisions of:-

- i) The notified Sections of the Companies Act, 2013 and the Rules made thereunder and the provisions of the Companies Act, 1956 and the Rules made thereunder;

- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit period)**;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 **(Not Applicable to the Company during the Audit period)**;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit period)**;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the Company during the Audit period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period)**;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit period)**; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit period)**;

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not Applicable to the Company during the Audit period)**;
- ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

The Women Director of the Company had resigned from the Board with effect from May 30,



BGIL Films & Technologies Limited

2015. The Company is in the process of appointing a new Women Director on the Board of the Company.

Adequate notice has been given to all Directors of the scheduled Board Meetings. Agenda and detailed notes on Agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for a meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the Company has appointed the Chief Financial Officer (CFO) with effect from February __, 2015 and had filed the requisite forms to the Registrar of Companies after 30 days from the date of said appointment.

For R Shaw & Associates
Practicing Company Secretaries

Ritika Shaw

Proprietor

ACS No.: 36589

C.P. No.: 13615

Date: September 1, 2015

Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE 'A' and forms an integral part of this report.

Annexure 'A'

To
The Members
BGIL Films & Technologies Limited
B-13, LGF Amar Colony,
Lajpat Nagar-IV,
New Delhi-110024

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For R Shaw & Associates
Practicing Company Secretaries

Ritika Shaw

Proprietor

ACS No.: 36589

C.P. No.: 13615

Date: September 1, 2015

Place: New Delhi

Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65993DL1989PLC035572
ii.	Registration Date	March 27, 1989
iii.	Name of the Company	BGIL Films & Technologies Limited
iv.	Category/Sub-Category of the Company	Public Limited Company- limited by shares
v.	Address of the Registered office and contact details	B-13, LGF, Amar Colony, Lajpat Nagar-IV, New Delhi-110024, Delhi
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi Tel. Nos. +91-11-26387281/82/83 Fax Nos. +91-11-26387384 E-mail: mas_ser@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turn over of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Media & Entertainment	-	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	1309106	144000	1453106	12.83	1309106	144000	1453106	12.83	0
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0
d) Bodies Corp	3285845	0	3285845	29.01	3285845	0	3285845	29.01	0
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0
f) Any Other	0	0	0	0.00	0	0	0	0.00	0
Sub-total(A)(1):-	4594951	144000	4738951	41.84	4594951	144000	4738951	41.84	41.84
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	1162793	383460	1546253	13.65	1181320	383460	1564780	13.81	0.16
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1673281	705915	2379196	21.00	1400262	704815	2105077	18.58	2.24
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2357752	209700	2567452	22.67	2611493	209700	2821193	24.91	2.24
c) Others(Specify)									
(c-i) Clearing Members	61763	0	61763	0.55	64304	0	64304	0.57	0.02
(c-ii) NRI/ OCB	34015	0	34015	0.30	33325	0	33325	0.29	0.01
(c-iii) Trusts	0	0	0	0	0	0	0	0	0.00
Sub-total(B)(2)	5289604	1299075	6588679	58.16	5290704	1297975	6588679	58.16	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5289604	1299075	6588679	58.16	5290704	1297975	6588679	58.16	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	9884555	1443075	11327630	100.00	9885655	1441975	11327630	100.00	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbe red to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbe red to total shares	
1.	Jitendra Kumar Bhatia	2700	0.02	0	2700	0.02	0	0
2.	Arti Bhatia	185653	1.64	0	185653	1.64	0	0
3.	Rakesh Bhatia (HUF)	352329	3.11	0	352329	3.11	0	0
4.	Rakesh Bhatia	642024	5.67	0	642024	5.67	0	0
5.	Bhhatia Investment & Finance (P) Ltd.	262317	2.32	0	262317	2.32	0	0
6.	Number one Finvest (P) Ltd.	1290991	11.40	0	1290991	11.40	0	0
7.	Gaurav Bhatia	240000	2.12	0	240000	2.12	0	0
8.	Garima Bhatia	30400	0.27	0	30400	.27	0	0
9.	Grindlay Finman (P) Ltd.	1128000	9.96	0	1128000	9.96	0	0
10.	Number One Finsec (P) Ltd.	604537	5.34	0	604537	5.34	0	0
	Total	4738951	41.84	0	4738951	41.844	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4738951	41.84	4738951	41.84
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	4738951	41.84	4738951	41.84

V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	Jaya Misra	1,87,500
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,87,500	Nil
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity		Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total(A)	1,87,500	1,87,500
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Independent Directors •Fee for attending board committee meetings •Fee for attending board committee meetings •Commission •Others,please specify	10,000	10,000
	Total(1)	10,000	10,000
	Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others,please specify	Nil	Nil
	Total(2)	Nil	Nil
	Total(B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	10,000	10,000
	Overall Ceiling as per the Act		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Grosssalary	Nil	1,62,417	1,20,000	2,82,417
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961				
	(b) Value of perquisitesu/s 17(2)Income-tax Act,1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3)Income-tax Act,1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as%of profit -others,specify...	Nil	Nil	Nil	Nil
5.	Others,please specify				
6.	Total		1,62,417	1,20,000	2,82,417

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers In Default					
Penalty					
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure III

(VIGIL MECHANISM / WHISTLE BLOWER POLICY)

For

BGIL FILMS & TECHNOLOGIES LIMITED.

BGIL Films & Technologies Limited

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. PREFACE

1.1. Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, how so ever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2. Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter alia, provides for a non-mandatory requirement for all listed companies to establish a mechanism called ‘Whistle Blower Policy’ for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

1.3. Under these circumstances, BGIL Films & Technologies Limited (“BGFT”), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

2.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

3.1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

4.1. “Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

4.2. “Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Listing Agreement and Companies Act, 2013.

4.3. “Board” means the Board of Directors of the Company.

4.4. “Company” means the BGIL Films & Technologies Limited and all its offices.

4.5. “Code” means Code of Conduct for Directors and Senior Management Executives adopted by BGIL Films & Technologies Limited.

4.6. “Employee” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

4.7. “Protected Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.8. “Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

4.9. “Vigilance and Ethics Officer” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

4.10. “Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

6.1. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear

understanding of the issues raised and should either be typed or written in a legible handwriting in English.

6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgment to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

6.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.

6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ CEO/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

6.5. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ CEO/ Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:

Name and Address - Renu Kamra, Company Secretary,
BGIL Films & Technologies Limited.
B-66 Sector-60 Noida-201301.

6.6. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ CEO of the Company should be addressed to the Chairman of the Audit Committee.

The contact details of the Chairman and the Chairman of the Audit Committee are as under:

Name and Address of Chairman of Company: Mr. Rakesh Bhhatia,
BGIL Films & Technologies Limited.
B-66 Sector-60 Noida-201301.

Name and Address of Chairman of Audit Committee: Mr. Rajeev Kumar,
BGIL Films & Technologies Limited.
B-66 Sector-60 Noida-201301.

6.7. On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer / Chairman for processing the complaint
- e) Findings of the Audit Committee
- f) The recommendations of the Audit Committee/ other action(s).

6.8 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

7.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

7.5. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.

7.6. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

7.7. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

7.8. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

7.9. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING

8.1. If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance

and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8.2. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

8.3. In case the Subject is the Chairman and the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

8.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

8.5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY

9.1. The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

9.1.1. Maintain confidentiality of all matters under this Policy

9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

9.1.3. Not keep the papers unattended anywhere at any time

9.1.4. Keep the electronic mails / files under password.

10. PROTECTION

10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

10.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

10.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

11.1. The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. COMMUNICATION

12.1. A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13. RETENTION OF DOCUMENTS

13.1. All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. AMENDMENT

14.1. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-2015:

Remuneration to Managing Director, Whole-time Directors and/ or Manager.

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary	Jaya Misra (WTD)	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	1,87,500	1,87,500
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	Nil	Nil
	(c)Profits in lieu of salary undersection17(3)Income- tax Act,1961		Nil
	Stock Option	Nil	Nil
	Sweat Equity		
	Commission - as% of profit - others, specify...	Nil	Nil
	Others, please specify		
	Total(A)	1,87,500	1,87,500
	Ceiling as per the Act		

Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Independent Director	Total Amount
	Independent Directors	10,000	10,000
	•Fee for attending board committee meetings		
	•Commission		
	•Others, please specify		
	Total(1)	10,000	10,000
	Other Non-Executive Directors	Nil	Nil
	•Fee for attending board committee meetings		
	•Commission		
	•Others, please specify		
	Total(2)	Nil	Nil
	Total(B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	10,000	10,000
	Overall Ceiling as per the Act		

Disclosures pertaining to remuneration and other details as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The ratio of the remuneration of each KMPs to the median remuneration of the employees of the company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2014-2015:

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
	Gross salary	Nil	1,62,417	1,20,000	2,28,417
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961				
	(b)Value of perquisites u/ s17(2)Income-tax Act,1961	Nil	Nil	Nil	Nil
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961				
	Stock Option	Nil	Nil	Nil	Nil
	Sweat Equity	Nil	Nil	Nil	Nil
	Commission - as% of profit -others, specify...	Nil	Nil	Nil	Nil
	Others, please specify				
	Total	Nil	1,62,417	1,20,000	2,82,417

Nomination & Remuneration Policy:

Introduction:

The Policy on Nomination and Remuneration of Directors, Key Managerial Personnel, Senior Management and other employees was formulated, approved and adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ('Committee'). The features of the Policy are as under:

1. Appointment / Nomination criteria and qualifications:

- (a) The Committee shall identify and ascertain the integrity, qualification, background, standing in profession, positive attributes, expertise and experience of the person for appointment as a director, Key Managerial Personnel (KMP) or executives who are one level below the managing / executive / whole time director(s) including the functional heads and KMP (Senior Management Personnel) and will conduct evaluation of candidates in accordance with a process that it sees fit and appropriate and recommend to the Board his / her appointment.
- (b) A person should possess relevant qualification, expertise and experience for the position he / she is considered for appointment. The Committee has the discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as whole-time director or managing director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the Members by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- (d) In addition to the above, the Independent Director shall fulfill all the criteria of independence as laid down in the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Independent Director shall adhere to the Schedule IV ['Code for Independent Directors'] of the Companies Act, 2013. Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

2. Performance evaluation criteria:

Performance evaluation of every director, KMP, Senior Management Personnel and other

employees shall be carried out based on detailed performance parameters. Usefulness and relevance of such performance parameters shall be evaluated on regular basis. The performance parameters / criteria includes but not limited to the following:

- Integrity
- Qualifications, academic profile, experience and expertise
- Responsibilities
- Inquiring attitude, objectivity and independence
- Judgment
- Leadership qualities
- Professional and business standing
- Ability to take constructive stands when necessary
- Understanding of the Company's business and engagement level
- Understanding and commitment to duties and responsibilities
- Willingness to devote the time needed to prepare for and participate in deliberations
- Responsiveness (timeliness and quality)
- Approach to conflict, and whether the conflict is constructive and productive
- Achievement of set targets/ Key Result Areas (KRAs)(for KMP, Senior Management Personnel and other employees)

3. Remuneration Policy:

The Company has adopted the Remuneration Policy for its directors, KMP and other employees keeping in view the following guidelines:

- The Remuneration Policy followed by the Company rewards employees based on the aforesaid performance evaluation criteria. Through this Policy, the Company endeavors to attract, retain, develop and motivate its highly skilled and dedicated workforce. The Company follows a compensation mix of fixed pay and performance based pay.
- The Remuneration Policy shall be simple, open and transparent.
- The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance shall be clear and meets appropriate performance benchmarks.
- Remuneration to directors, KMP and senior management shall involve a balance between fixed and incentive pay reflecting short and longterm performance objectives appropriate to the working of the Company and its goals.

4. Remuneration to Managing Director, Whole-time/ Executive Director(s), KMP, Senior Management Personnel and other employees:

- Remuneration:

The Company follows a remuneration/ compensation mix of fixed pay and performance based pay. The Managing Director, Wholetime / Executive Director(s), KMP and Senior

Management Personnel shall be eligible for a monthly remuneration, allowances, performance bonus/ incentive, profit based remuneration, etc. as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, if and to the extent required. Payment of managerial remuneration shall be pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.

Remuneration payable to other employees shall be based on the performance evaluation criteria set out above.

5. Remuneration to Non- Executive / Independent Director:

- Remuneration:

Non-Executive / Independent Directors may be paid managerial remuneration (including remuneration as a percentage to the net profits) pursuant to the provisions of Section 197 and all other applicable provisions of the Companies Act, 2013.

- Sitting Fees:

The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee(s) thereof and in line with the applicable provisions of the Companies Act, 2013.

Management Discussion and Analysis

OVERVIEW

INDIAN ECONOMY & GLOBAL OUTLOOK

The Indian economy expanded 7.3% in FY2015, marginally higher than 6.9% recorded in the previous year, as per the data released by India's statistics office. The Indian economy stood up to the challenges of consumer inflation, policy paralysis, weakening of the Indian rupee, widening twin deficits and an unstable global environment and is now on a firm path of a revival. Post-elections in May 2014, there is a wave of optimism with the new Government. The strong uptick in GDP growth has been accompanied by a receding inflation which stood at 5.1% in January 2015, considerably lower than double-digit figures in 2013. The Asian Development Bank (ADB) foresees India's economy to grow by 7.8% in FY2016 and by 8.2% in FY2017. With a high growth potential, India is increasingly seen as a bright spot in the global economic landscape. Further, In developing countries, growth is projected to gradually accelerate, rising from 4.4% in 2014 to 4.8% in world bank.

INDUSTRY REVIEW

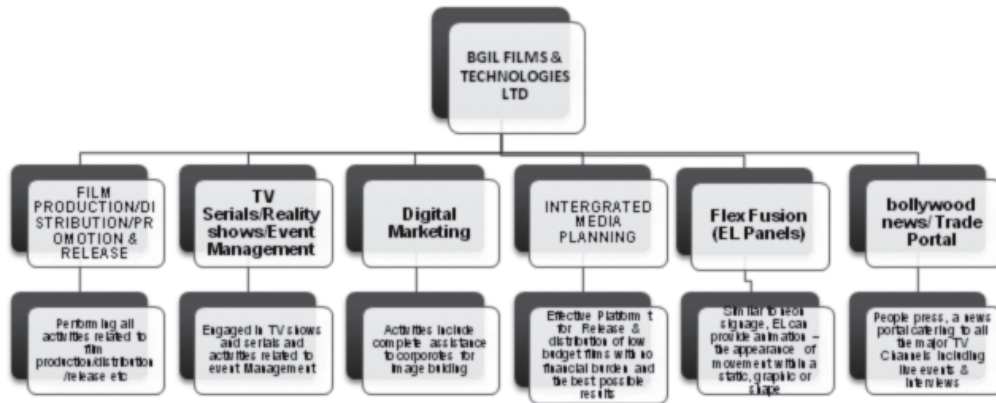
INDIA MEDIA & ENTERTAINMENT INDUSTRY

Renewed optimism and improved business sentiments flowing throughout the Indian economy has also extended across the Media & Entertainment (M&E) sectors. In fact, the theme for the current year's FICCI Frames Conference was 'Making India a Global Entertainment Superpower'. From ` 918 billion in 2013, the industry grew at healthy pace of 11.7% to Rs. 1,026 billion in 2014, led by rapid growth in digital advertising and a strong growth in the television segment, which contributes 53% of the total growth in the industry. The new Government also took several positive steps to accelerate growth in the industry. With proposals to defer the General Anti Avoidance Rules (GAAR), reduce tax on royalties and fees for technical services (FTS), and implement Goods & Services Tax (GST) regime from April 1, 2016.. With the addition of new media such as social networking services, animation and VFX, online gaming and applications running on mobile devices, a new dimension has been added to the world of media. The industry is poised to grow at a CAGR of 13.9%, from Rs. 1,026 billion in 2014 to Rs. 1,964 billion by 2019. The big hope for the future of the M&E industry continues to be digital. With a fast-growing internet user base of over 200 million, the potential of the industry to enhance engagement with customers and generate revenue from digital media is indeed vast. The Indian film industry witnessed muted growth in 2014 in terms of content and box office collections. It grew by 0.9% to reach Rs. 126.4 billion during the year, marginally up from Rs. 125.3 billion in 2013 the industry to become more prudent and structured, with greater emphasis on acquisition of script, planning, budgeting and financing activities. In FY2015, the film industry saw growth improving by 7.8% to Rs. 136.3 billion, up from Rs. 126.4 billion in FY2014

COMPANY OVERVIEW

BGIL Films & Technologies Ltd. (BGFT), is a complete film production house engaged mainly into production and distribution of films also having very good skills & expertise in multi-media

& animation. Further, company has marked its presence in production of animation films too. The Company has following different activities/segments:



BGIL Films have produced five films till date namely ‘Curfew’ ‘The Saint who thought otherwise’ ‘Yeh Sunday Kyu Aata Hai’, ‘With Luv Tumhaara’, and ‘Zabardast’, besides these there are also other films which are on floor, the title(s) of which has been registered in the Company’s favor by the Title Registration Committee namely, BY GOD ITS FUNNY, THANK GOD ITS FRIDAY, YOU ARE SPECIAL DADDY, MIX- VEG (HINDI/ENGLISH). However the management is very cautious about taking new movies in future in order to minimize the risk factor. During the year few projects could not take place after achieving a level of conceiving because of lots of reasons beyond management control. The Management of the Company fully understand the risk factor involved in the entertainment industry and on the contrary to it that the Company is operating in the segments of highly growth oriented industries of Media, Entertainment and Films, therefore the efforts of the Management are always towards doing the activities which are result oriented but may be time-making, so the focus of the management is on technology based futuristic activity. BGIL Films and Technology has done a notable project(s) for Television and has a few programmers under production.

The company has in past produced serials and miscellaneous program(s), under the umbrella of the Company, for DD and Zee TV including well known serials like Papa, Uljhan; now BGIL Films plans to re-enter by launching new series on various TV channels; Some of the projects in the pipeline are Tiger series a documentary, Maalkin (A serial for DD under production), Bhajan competition, Corporate game show.

The Company has successfully developed a huge portal namely “today Bollywood.com”, it’s a one stop solution for the latest gossips, fashion trends, trailers, movie reviews & everything related to B-town served spicy hot.

Information technology (IT) and information technology enabled services (ITeS) industry has been one of the key driving forces fuelling India’s economic growth. Recently the BGFT team has evolved a robust business model by entering into ‘Integrated Media Plan’ for large business



houses/ corporate who spend a lot of their promotional budget on various medium of advertising etc to enhance their market presence and brand-equity building. The management of BGFT feels that this business model is futuristic AND ROBUST business model which will bring the company back to the track and boost the company's overall performance in coming year(s). BGFT has developed its own fool-proof digital distribution technology which is ready to be implemented. At present digital distribution technology is becoming more popular because of increasing distribution cost, security issues and degradation issues with traditional distribution Methods. Further, Similar to neon signage, EL can provide animation, the appearance of movement within a static, graphic or shape; EL is paper-thin (about the thickness of a laminated restaurant menu), throws virtually no heat, and is lightweight as well as vibration-resistant

Risks and Mitigation Measures

BGFT is exposed to specific risks that are particular to its businesses and the environment within which it operates, including competition risk, interest rate volatility, human resource risk, execution risk and economic cycle

Competition Risk:

The media and entertainment sector industry is becoming increasingly competitive and the Company's growth will depend on its ability to compete effectively. The Company's main competitors are multiplex chains; film services companies across the different segments of the value chain and television software producers. Further liberalization of the Indian media and entertainment sector could lead to a greater presence or entry of new foreign players offering a wider range of products and services. The Company's competitors may have greater resources than it does and, in some cases, may be able to raise debt in a more cost-efficient manner. The Company's growth will depend on its ability to compete effectively in this context.

Human Resource Risk:

The Company's success depends largely upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the Company's strategy and a significant source of competitive advantage. While the Company has a salary and incentive structure designed to encourage employee retention, a failure to attract and retain talented professionals, or the resignation or loss of key management personnel, may have an adverse impact on the Company business.

Operational Risk:

The Company may encounter operational and control difficulties when commencing businesses in new markets. The rapid development and establishment of financial services businesses in new markets may raise unanticipated operational or control risks for the Company. Such risks could have a materially adverse effect on the Company's financial position and the results of its operations. An extensive system of internal controls is practiced by BGFT to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and all transactions are authorized, recorded and reported correctly. The Audit Committee of Directors periodically reviews the adequacy of our internal controls.

Economic Risk:

A slowdown in economic growth in India could cause the business of the Company to suffer. The

performance and the growth of the operating company businesses are necessarily dependent on the health of the overall Indian economy. The Indian economy has shown sustained growth over the last several years. However, any slowdown in the Indian economy and in particular the media and entertainment sector could adversely affect the company's business.

Opportunities

Overall, due to changing demographics and economic conditions in India, coupled with consumers willing to spend more on a variety of leisure and entertainment services, the filmed entertainment business is set to grow in the years to come. With a proliferation of television channels and new platforms of delivery like DTH and IPTV available today, there is a significant demand for quality programming in a variety of genres, formats and languages, putting content providers in the television space in an extremely favorable position.

Threats

The shelf life of films have reduced considerably in the last few years, the success or failure of a film now depends largely on its performance in the opening weeks with piracy having an adverse impact on legitimate revenues of the producer, distributor and exhibitor.

Internal control system and their adequacy

The Company has adequate internal control procedures commensurate with its size and nature of business. The business control procedures ensure efficient use and protection of Company's resources and compliance with policies, procedures and statutory requirements. Further Internal auditors are appointed to carry audit assignments and to periodically review the transactions across the divisions and evaluate effectiveness of internal control systems.

Financial performance

The Company's financial performance is covered in Directors' Report to the Members.

Human resources

The Company seeks to attract, retain and nurture technical and managerial talent across its operations and continues to create a workplace where every person can reach his or her full potential. Performance is recognized and rewarded through up gradation and job enrichment and performance incentives.

Report on Corporate Governance

The core principles of Corporate Governance practices are fairness, transparency, accountability and responsibility. Effective Corporate Governance emphasizes efficiency, accountability and adaptability to the changing environment. Corporate Governance is a process to manage the business affairs of the Company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder value. Pursuant to the provisions of Clause 49 of the Listing Agreement, a report on Corporate Governance for the financial year ended March 31, 2015 is furnished below:

OUR CORPORATE GOVERNANCE PHILOSOPHY–

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

BGIL Films & Technologies Limited has maintained the highest standards of Corporate Governance Principles and best practices by adopting the ways by which Company can achieve leading position in the field of Media & Entertainment Industry.

Our Corporate Governance philosophy is based on the following principles:

- ❖ Corporate governance standards should go beyond the law and satisfy the spirit of law and not just the letter of the law.
- ❖ When in doubt, disclose. Ensure transparency and maintain a high level of disclosure.
- ❖ Ensure that the Board, the employees and all concerned are fully committed to maximizing long-term value to the Shareholders and the Company.
- ❖ Communicate externally, and truthfully, about how the Company is run internally.
- ❖ Have a simple and transparent corporate structure driven solely by business needs.
- ❖ The Management is the trustee of the shareholders' capital and not the owner.

BGIL Films & Technologies Limited believes that all its operations and actions must serve the underlying goal of enhancing long-term Shareholder value. In our commitment to ethical and lawful business conduct is a fundamental value of our Board of Directors, management and employees and is critical to the company's success. We strive to uphold ethical and legal standards at all costs. We continuously build value for customers through innovative use of technology and talent without compromising on our core values such as honesty and integrity. We also believe that accurate and timely disclosures improve public trust and consequently attract various stakeholders towards the Company.

PREVENTION OF INSIDER TRADING:

The Company has instituted a comprehensive code of conduct for prevention of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013. The code requires Designated Employees, Directors,

Officers to maintain the confidentiality of all Price Sensitive Information, prohibits Directors/ Designated Employees to deal in securities of the Company while in possession of price-sensitive information and during the period when the trading window is closed. Any Director, intending to deal in the securities of the Company above the minimum threshold limits, shall obtain pre-clearance of the transactions as per the pre-dealing procedure of the Company. The Compliance Officer of the Company is responsible for implementation of the code.

WHISTLE BLOWER POLICY:

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

MECHANISM FOR EVALUATING BOARD MEMBERS:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance evaluation of Executive/Non-Executive/Independent Directors. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board and for identifying possible paths for improvement.

The following are the criteria on the basis of which the Directors are evaluated:

1. Knowledge to perform the role.
2. Time and Level of Participation.
3. Performance of Duties and Level of Oversight.
4. Professional Conduct and Independence.

Feedback on each Director is encouraged to be provided as a part of the survey.

POLICY ON PREVENTION & PROHIBITION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of "Sexual Harassment" at workplace, and is fully committed to uphold and maintain the dignity of every executive working in the Company. The Policy provides for protection against sexual harassment at workplace and for prevention and redressal of such complaints.

Board of Directors

Composition and category of Directors:

BGIL Films & Technologies Limited has a balanced Board with combination of Executive and Non-Executive Directors, to ensure an independent functioning and the composition of the Board is in conformity with Clause 49(l) (A) of the Listing Agreements. Non-Executive Directors include Independent professionals with experience in business, finance, technology and media. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being Independent as laid down in clause 49. No Director is related except Mrs. Arti Bhatia to any other Director on the Board in terms of the

definition of “relative” given under the Companies Act, 2013.

The Board comprises of Six (6) Directors which includes, three Directors are Independent Directors.

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

Name	Designation	Independent/Non-Independent	Shareholding as on 31st March,2015
Mr. Rakesh Bhhatia	Chairman	Non-Independent	6,42,024
Mr. Vimal Kumar Srivasatva ¹	Director	Non-independent	Nil
Mr. Ashok Kumar Juneja	Director	Independent	5000
Mr. Rajeev Kumar	Director	Independent	4000
Mrs. Jaya Misra ²	Executive Director	Non-Independent	Nil
Mr. Harjit Singh Anand	Director	Independent	Nil
Ms. Arti Bhatia ³	Director	Non-Independent	185653
Mr. Nirmal Vaid ⁴	Director	Non-Independent	Nil

1. He resigned from the Board as Non- Executive Non- Independent director on 03rd September, 2015.
2. She resigned from the Board as Whole Time Director on 30th May, 2015.
3. She is appointed as Whole Time Director on 03rd September, 2015.
4. He is appointed as Whole Time Director on 03rd September, 2015.

Dates of Board Meetings held during the financial year 2014-2015

S. No.	Date of Board Meetings
1	August 14, 2014
2	November 13, 2014
3	February 09, 2015
4	May 30, 2015
5	August 13, 2015

Attendance of each Director at the Board Meetings and the last Annual General Meeting:

The Company holds at least four Board meetings in a year, one in each quarter inter-alia to review the financial results of the Company. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address the specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board. All the departments in the Company communicate to the Company Secretary well in advance, the matters requiring approval of the Board/ Committees of the Board to enable inclusion of the same in the agenda for the Board/ Committee meeting(s). The important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments. Action taken report on the decisions/ minutes of the previous meeting is placed at the succeeding meeting of the Board/ Committee for noting.

The attendance of the Directors at the Board Meetings and the Annual General Meeting held during the year 2015 was as follows

Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)	
			Directorship of other Indian Public Companies	Board Committee Membership/ (Chairmanship)
Mr. Rakesh Bhatia	5	Yes	1	2(NIL)
Mr. Vimal Kumar Srivastava	3	Yes	1	NIL
Mr. Ashok Kumar Juneja	4	Yes	2	NIL
Mr. Rajiv Kumar	5	Yes	1	NIL
Mrs. Jaya Misra	4	Yes	NIL	NIL
Mr. Harjeet Singh Anannd	3	No	1	2(NIL)

- None of the Directors of the Company hold membership of more than ten Committees nor is a Chairperson of more than five committees (as specified in Clause 49), across all companies of which he/ she is a director. Necessary disclosures regarding Committee positions in other Indian public companies as at March 31, 2015 have been made by the Directors.
- The committees considered for the above purpose include and are those as specified in existing Clause 49 of the Standard Listing Agreement(s) i.e. Audit Committee and Shareholders/ Investors Grievance Committee.
- None of the Directors of the Company have any relationship with other Directors of the Company except Mrs. Arti Bhatia.

Availability of information to the Board

The Board has unfettered and complete access to any information within the Company and to any employee of the Company. Necessary information as mentioned in Annexure-1A of Clause 49 of the listing Agreement has been regularly placed before the Board for its consideration.

Audit Committee

The role and the powers of the Audit Committee are as per guidelines set out in clause 49 of the Listing Agreement and provisions of section 177 of the Companies Act, 2013.

The committee meets the periodically and reviews:

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

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

Terms of reference:

The Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and management audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements, recommending appointment, remuneration and terms of appointment of external auditors and approving payment for any other services rendered by the Statutory Auditors, reviewing the Annual Financial Statements and Auditors Report before

submission to the Board, reviewing the Quarterly Financial Statements before submission to the Board, evaluation of internal financial controls and risk management systems, reviewing adequacy of internal audit function, structure and staffing of the internal audit function, reviewing findings of internal investigations and discussing the nature and scope of audit as well as post-audit discussion with external auditors, reviewing functioning of Whistle Blower Mechanism.

3.2 Composition, name of Members and Chairman:

Chairman: Mr. Rajeev Kumar	-	Independent Director
Members: Mr. Rakesh Bhatia	-	Executive Director
Mr. Harjit Singh Anand	-	Independent Director
Mr. Ashok Kumar Juneja	-	Independent Director

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

During the year, the Audit Committee met five times respectively on August 14, 2014, November 13, 2014, February 09, 2015, May 30, 2015 and August 13, 2015 and the necessary quorum was present at the meetings.

Name	Category	No. of meetings held during the year	
		Held	Attended
Mr. Rajiv Kumar-Chairman	Independent	5	5
Mr. Ashok Kumar Juneja	Independent	5	5
Mr. Rakesh Bhatia	Non-Independent	5	5
Mr. Harjeet Singh Anand	Independent	5	2
Mrs. Jaya Misra ¹	Non-Independent	5	4

1. Mrs. Jaya Misra is resigned from the Board on 30th May, 2015

Nomination & Remuneration Committee

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

The Committee is entrusted with the following role and responsibilities:

1. Formulation of criteria for determining qualifications, positives, attributes & independence of a Director and to recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

Remuneration Policy:

The Remuneration Committee is vested with all the necessary powers and authority to Ensure

appropriate disclosure on the remuneration of Whole-time Directors and to deal with all elements of Remuneration package of all such Directors.

Composition

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

- Chairman: Mr. Rajeev Kumar - Independent Director
- Members: Mr. Rakesh Bhatia - Executive Director
- Mr. Harjit Singh Anand - Independent Director
- Mr. Ashok Kumar Juneja - Independent Director

Meeting and attendance during the year 2015:

Name	Category	No. of meetings held during the year	
		Held	Attended
Mr. Rajiv Kumar-Chairman	Independent	2	2
Mr. Ashok Kumar Juneja	Independent	2	2
Mr. Harjeet Singh Anand	Independent	2	NIL
Mrs. Jaya Misra ¹	Non-Independent	2	NIL
Mr. Rakesh Bhatia	Non -Independent	2	2

1. Resigned as member of the Remuneration Committee w.e.f.30th May 2015.

Details of Remuneration paid or payable to Directors during the year 2015:

Total Director Remuneration paid during the year is Rs. 1, 87, 500 and Director sitting fees paid is Rs.10, 000.

Shareholders/Investors Grievance Committee

Scope of Shareholders/Investors Grievances Committee’s activities:

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

Composition, Meetings and Attendance of Committee:

Name	Category
Mr. Rajeev Kumar-Chairman	Independent
Mr. Ashok K Juneja	Independent
Mr. Rakesh Bhatia	Non-Independent
Mrs. Jaya Misra ¹	Non-Independent

¹resigned as member of the Grievance Committee w.e.f.30th May, 2015.

Women Grievance/Sexual Harassment Committee

Name	Category
Ms. Jaya Misra ¹	Chairman
Mrs. Bharti Saha	member

Ms. Renu Kamra ²	member
Mrs. Arti Bhatia ³	Member

1. Resigned as Chairman of the Committee w.e.f.30th May, 2015.
2. Ceased from the Chairmanship w.e.f. 29th August 2014.
3. Appointed as Member of the Committee w.e.f.30th May, 2015.

The Company Secretary of the Company acts as Secretary to the Committee. There were one meeting held during the year and same was attended by all the members and chairman. The constitution, duties and responsibilities of the Shareholders' Grievance Committee are in line with Clause 49 of the Listing Agreement with Stock Exchanges. The Total number of shareholders during the year. All complaints were satisfactorily resolved. There are no complaints pending as on March 31, 2015.

RISK MANAGEMENT COMMITTEE:

The composition of Risk Management Committee is as follows:

Chairperson:	Mr. Rakesh Bhatia	–	Executive Director.
Members:	Mr. Rajeev Kumar	–	Independent Director.
	Mr. Ashok Kumar Juneja	–	Independent Director.
	Mr. Harjit Singh Anand	–	Independent Director.

No meeting of risk management committee was held during the financial year 2014-15.

INTERNAL COMPLAINTS COMMITTEE:

Terms of Reference

The Board of Directors in its Board meeting held on September 03, 2015, constituted the Internal Complaints Committee of the Company to deal with all complaints and allegations of sexual harassment at work place.

Composition:

The current composition of Internal Complaints is as follows:

Chairperson:	Mr. Rakesh Bhatia	–	Executive Director.
Members:	Mr. Nirmal Vaid	–	Executive Director.
	Mrs. Arti Bhatia	–	Director
	Mrs. Bharti Saha	–	Executive

Company Secretary and Compliance Officer:

Name of the Compliance Officer	Mr. Rakesh Bhatia
Address	B-66, Sector-60, Noida-201301, (U.P.)
Contact telephone	+91-0120-4227792/95
E-mail	complianceofficer@bgilfilms.cm
Fax	+91-0120-4227791

MEETING OF INDEPENDENT DIRECTORS OF THE COMPANY:

Pursuant to Clause 49 II (6) of the Listing Agreement, a meeting of Independent Directors is

required to be held once in a year inter alia, to:

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

Meeting of Independent Directors of the Company was held on February 12, 2015. All the Independent Directors were present at the Meeting.

Details of Annual General Meetings Location date and time where the last three Annual General Meetings were held and the special resolutions passed:

Financial Year	General Meeting	Location	Date	Time	Special resolutions passed
2012	23Nd Annual General Meeting.	A-81, Bipin Chandra Memorial Trust, C.R. Park, New Delhi-110019.	Wednesday September 26, 2012.	10.00 a.m.	1. Resolution for office or Place of Profit-Mrs Arti Bhatia. 2. Resolution for office or Place of Profit-Mr. Jitender K. Bhatia.
2013	24rd Annual General Meeting.	A-81, Bipin Chandra Memorial Trust, C.R. Park, New Delhi-110019.	Thursday, September 26, 2013.	03.30 p.m.	3. Resolution for adoption of new set of Articles of Association (AOA)..
2014	25thAnnual General Meeting.	A-81, Bipin Chandra Memorial Trust, C.R. Park, New Delhi-110019.	Monday September 29, 2014.	03.45p.m.	1. Resolution for Appointment of Mrs. Jaya Misra. 2.Appointment of Independent Directors.

Postal Ballot

No Postal Ballot was conducted during the year.

Disclosures

- (a) There are no transactions with related parties i.e. with the Promoters, Directors, Management, subsidiaries or relatives that may have potential conflict of interest with the Company at large. Transactions with related parties are disclosed in Note No. 32 to the Accounts of the Company in the Annual Report.
- (b) The Company has complied with the requirements of stock exchanges or SEBI on matters related to Capital Markets, as applicable. No penalty was levied by these authorities in last three years.
- (c) The Company has adopted a Code of Conduct for the members of the Board of Directors and the senior management of the Company. The Code of Conduct is displayed on the

website of the Company. All the directors and the senior management personnel have affirmed compliance with the code A declaration to this effect, signed by the Chairman is annexed to this report.

- (d) The Company has complied with all the applicable mandatory requirements of clause 49 of the listing agreement.
- (e) The necessary certificate, pursuant to clause 49(V) of the Listing Agreement with Stock Exchanges, is annexed to this report.
- (f) The Management Discussion and Analysis Report has been discussed in detail separately in this Annual Report.
- (g) Other disclosure as required under Clause 49 has been given at relevant places in the Annual Report.

Means of Communication

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

General Shareholder Information

Twenty Sixth Annual General Meeting:

Date	September 29, 2015
Time	11.30 a.m.
Venue	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

Financial Calendar:

Financial Year	April1 to March 31
Listing Fees	The Company has paid the Annual Listing Fess to the BSE for the Financial Year 2014-2015.
Book Closure	September 23th, 2015 to September 29th 2015 (Both days inclusive).
Listing on Stock Exchanges	Bombay Stock Exchange (BSE)
ISIN Number	INE443D01018
Registered office	B-13, L.G.F Amar Colony, Lajpat Nagar-IV, New Delhi-110024.
Scrip Information	Bombay Stock Exchange, Code-511664.

**Stock Market data:**

The high/Low of the Shares of the Company from April 2014 to March 2015 are given below:

Month	Bombay Stock Exchange (Rs.)	
	High	Low
April' 2014	2.19	1.98
May' 2014	3.59	1.96
June' 2014	4.35	3.23
July' 2014	3.24	2.36
Aug' 2014	2.38	1.70
Sep' 2014	3.05	1.91
Oct' 2014	3.02	1.81
Nov' 2014	2.83	1.91
Dec' 2014	2.57	1.72
Jan' 2015	2.68	1.93
Feb' 2015	3.00	2.03
Mar' 2015	2.50	1.86

Registrar and Share Transfer Agents:

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

M/s. Mas Services Limited.

T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.

Tel. Nos. +91-11-26387281/82/83.

Fax Nos. +91-11-26387384.

E-mail: mas_serv@yahoo.com

Share Transfer and Transmission system:

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

Categories of Shareholding (as on March 31, 2015):

Sr. No.	Category of Holder	No. of Shares	% of Equity
1	Promoters	47,38,951	41.84
2	Mutual funds/ UTI		
3	Banks / Financial Institutions / Insurance Companies (Central / State Govt. Institutions / Non-Govt. Institutions)		
4	FII's / GDR		
5	Others:		
	-Private Corporate Bodies	15, 64,780	13.81
	-Indian Public & others	49,90,574	44.06
	- NRIs/OCBs	33325	0.29
Sub Total		65, 88,679	58.16
Total		1, 13, 27,630	100.00

Pledge of Shares: None of the promoters have pledged their shares as on March 31, 2015.

Dematerialization of shares and liquidity:

The Company's shares are admitted into both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Status as on March 31, 2015.

Electronic/Physical	No. of Shares	% of total shareholding
Held in Dematerialized form in NSDL	79,82,129	70.47 %
Held in Dematerialized form in CDSL	19,03,526	16.80 %
Physical	14,41,975	12.73 %
Total	1,132,7630	100 %

Investor Correspondence:

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

Name	E-Mail ID	Telephone Number	FAX No.
Mr. Rakesh Bhhatia	complianceofficer@bgilfilms.com	+91-01204227792	+91-0120-4227791

Following is the address for correspondence with the Company:

BGIL Films & Technologies Limited
 B-13, L.G.F. Amar Colony Lajapat Nagar-IV, New Delhi-110024.
 B-66, Sector-60, Noida-201301 (U.P.)
 E-mail: bgilfilms@bgilinfo.com

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

To

The Board of Directors

BGIL Films & Technologies Limited

I, Rakesh Bhatia, Chairman hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of my knowledge and belief:
 - (h) these financial statements do not contain any materially untrue statement or omit any material fact Or Contain statements that might be misleading;
 - (i) these financial statements together present a true and fair view of the company's affairs and are in Compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) Further, I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the company.
- (d) I have disclosed to the auditors and the Audit Committee, wherever applicable:
 - i. Deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps have taken or propose to take to rectify these deficiencies.
 - ii. Significant changes in internal control over financial reporting during the year.
 - iii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iv. Instances of significant fraud of which we have become aware and the involvement therein; if any, Of the management or an employee having a significant role in the company's internal control system.

For BGIL Films & Technologies Limited

Sd/-

Rakesh Bhatia
Chairman
(DIN: 00046983)

Place: New Delhi

Date: September 03, 2015



BGIL Films & Technologies Limited

Certificate on Corporate Governance

To,

The Members of BGIL Films & Limited

I have examined the compliance of conditions of Corporate Governance by **BGIL Films & Technologies Limited** ('the Company'), for its financial year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreements of the Company with Stock Exchanges in India.

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

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreements.

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

For **R.S Chauhan & Associates**
Company Secretaries
Rakesh Kumar Singh Chauhan
Practicing Company Secretary
C.P. No.7491

Place: New Delhi

Date: September 03, 2015

Code of Conduct Deceleration

To

The Members of

BGIL Film & Technologies Limited

In accordance with Clause 49 sub-clause I(D) of the Listing Agreement with the Stock Exchange, I hereby conform that, all the Directors and Senior management personnel of the Company have affirmed compliance to their respective codes of conduct, as applicable to them for the financial year ended March31, 2015.

For BGIL Films & Technologies Limited

Sd/-

Rakesh Bhatia
Chairman
(DIN: 00046983)

Place: New Delhi

Date: September 03, 2015

Independent Auditor's Report

To the Members of

BGIL FILMS & TECHNOLOGIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of BGIL Films & Technologies Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2015, the statement of Profit and Loss and the Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error, in making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial

statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India subject to confirmation and reconciliation of some of the accounts as further detailed in note no. 25 of the notes on account, non-provision for retirement-benefits amounting to Rs. 0.32 lacs as further detailed in note no. 34, and non-provision for diminution in value of quoted investments amounting to Rs. 206.35 lacs as further detailed in note no. 35 of the state of affairs of the Company as at 31 March 2015 and its Profit and its cash flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in the paragraph 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position,

- ii) The Company does not have any long term contracts including derivative contracts for which there were any material foreseeable losses, and
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For SNMG & Co.

Chartered Accountants
Firm Regn No.: 004921N

Place: New Delhi
Date : 30th May, 2015

Sd/-
Neeraj Gupta
Partner
M. No.: 087004

Annexure to the Independent Auditors' Report

The annexure referred to in our Independent Auditors' Report to the members of Company on the financial statements for the year ended on 31 March 2015, we report that :

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of a years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. (a) The inventory has been physically verified during the year by the management at reasonable intervals. 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) In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of Inventories and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have

not observed any major weakness in the internal control system during the course of the audit.

- v. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the rules framed there under.
- vi. As informed to us, the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of activities being carried on by the Company.
- vii. (a) According to the books of accounts and records of the company as produced and examined by us, and also based on management representation, the company is regular in depositing undisputed statutory dues in respect of provident fund, employees state insurance, income tax, wealth tax, sales tax, value added tax, service tax, cess and any other statutory dues, with the appropriate authorities, as applicable to it except for Service Tax Payable amounting to Rs. 4,05,428/- as on 31.03.2015.
- (b) According to the information and explanations given to us, there is no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales tax, Value Added Tax, service tax, custom duty and excise duty, as applicable to the company, were outstanding as at 31st March, 2015, for a period of more than six months, from the date they became payable except the following:

Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which amount relates
Income Tax Act, 1961	Tax Deducted at Source	57123	01.04.2014 to 30.09.2014
Income Tax Act, 1961	Tax Deducted at Source	39632	01.10.2014 to 31.03.2015
Income Tax Act, 1961	Interest on late payment of TDS	60,608	01.04.2009 to 31.03.2015
Income Tax Act, 1961	Late filing of TDS Returns	1,58,862	01.07.2012 to 31.03.2015

- (c) There are no dues of Wealth Tax, Custom Duty, Value Added Tax and Cess, Service Tax and Excise duty which has not been deposited as at March 31, 2015 on account of disputes. Details of dues of Income Tax which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where disputes are pending	Amount (Rs.)	Period to which amount relates
Income Tax Act, 1961	Income Tax	DCIT	14,65,440	AY 2010-11
Income Tax Act, 1961	Income Tax	DCIT	2,84,480	AY 2013-14
Income Tax Act, 1961	Income Tax	DCIT	1,50,040	AY 2014-15

- (d) According to the information and explanations given to us, there were no amounts which were required to be transferred to Investor Education and Protection Fund.
- viii. The company does not have any accumulated losses as at 31st March 2015 (Previous year - Rs. Nil) and has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the information and explanations given to us, no loan has been taken by



BGIL Films & Technologies Limited

the company from any financial institution, bank or debenture holder; accordingly further reporting under this clause is not applicable.

- x. According to the information and explanation given to us, the company has not given any guarantee towards credit facility or loans taken by others from any bank or financial Institution.
- xi. As per information and explanations given to us, no term loan has been taken from banks and financial institutions.
- xii. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For SNMG & Co.

Chartered Accountants
Firm Regn No.: 004921N

Place: New Delhi
Date : 30th May, 2015

Sd/-
Neeraj Gupta
Partner
M. No.: 087004



BGIL Films & Technologies Limited

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BGIL FILMS & TECHNOLOGIES LIMITED

Balance Sheet as at 31 March 2015
(All amounts are in Indian rupees)

Particulars	Note	As at 31 March 2015	As at 31 March 2014
Equity and Liabilities			
Shareholders' funds			
Share Capital	2	113,276,300	113,276,300
Reserves and Surplus	3	<u>115,356,736</u>	<u>114,164,647</u>
		228,633,036	227,440,947
Share application money pending allotment		-	-
Non Current liabilities			
Sundry Creditors		104,892,255	6,944,920
Deferred Tax Liabilities	4	<u>6,720,104</u>	<u>6,034,239</u>
		111,612,359	12,979,159
Current liabilities			
Short-Term Borrowings	5	-	-
Other Current Liabilities	6	154,049,147	111,019,410
Short-Term Provisions	7	1,715,401	470,632
		<u>155,764,548</u>	<u>111,490,042</u>
		496,009,943	351,910,148
Assets			
Non-current assets			
Fixed assets			
Tangible assets	8		
	8.1	4,865,658	4,024,700
Intangible assets	8.2	<u>24,591,643</u>	<u>32,887,103</u>
		29,457,301	36,911,803
Investments	9	43,492,301	25,595,970
Trade Receivables	10	177,545,509	103,372,063
Long-term loans and advances	11	15,929,509	13,833,854
Other Non Current Assets	12	<u>66,638,235</u>	<u>57,690,135</u>
		303,605,554	200,492,022
Current assets			
Inventory		5,312,753	5,252,753
Trade Receivables	13	155,051,149	86,858,445
Cash and Cash Equivalents	14	2,167,289	62,144
Short-Term Loans and Advances	15	274,180	22,269,040
Other Current Assets	16	<u>141,717</u>	<u>63,941</u>
		<u>162,947,088</u>	<u>114,506,323</u>
		496,009,943	351,910,148

Significant accounting policies and notes to the financial statements 1-37

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

For and on behalf of Board of Directors of
BGIL FILMS & TECHNOLOGIES LIMITED

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004
Place: New Delhi
Date: 30.05.2015

Sd/-
Rakesh Bhatia
Chairman
DIN : 00046983
Sd/-
Ganesh Pratap Pal
Company Secretary
Membership No. A35569

Sd/-
Rajiv Kumar
Director
DIN : 03600817
Sd/-
Arti Bhatia
CFO

Sd/-
Jaya Misra
W.T.D.



BGIL Films & Technologies Limited

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BGIL FILMS & TECHNOLOGIES LIMITED
Statement of Profit & Loss for the period ended 31 March 2015
(All amounts are in Indian rupees)

Particulars	Note	For the year ended 31 March 2015	For the year ended 31 March 2014
Revenue from Operations	17	150,183,263	148,803,455
Other income	18	684,671	645,254
Increase/(Decrease) in inventory		60,000	3,635,767
Total Revenue		150,927,934	153,084,476
Expenses			
Purchases		133,835,538	130,954,248
Employee benefits expenses	19	3,000,052	3,584,168
Other expenses	20	4,423,928	9,029,027
Finance cost	21	6,900	61,701
Depreciation	22	8,961,051	9,289,553
Total expenses		150,227,470	152,918,697
Profit before tax		700,464	165,779
Tax expense			
Current income tax		133,473	185,000
Deferred tax charge (Asset)		685,866	(1,408,334)
Profit after tax		(118,874)	1,389,113
Prior Period/Extraordinary Items		-	(79,001)
Profit after tax and Extraordinary Items		(118,874)	1,468,114
Balance at the beginning of the period		33,483,659	32,015,545
Balance carried forward to the Balance Sheet		33,364,784	33,483,659
Earnings per equity share (par value Re. 10 per share)			
- Basic		(0.01)	0.13
- Diluted		(0.01)	0.13
[Earnings per equity share expressed in absolute amount in Indian Rupees]			

Significant accounting policies and notes to the financial statements 1-37
As per our report attached.

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

For and on behalf of Board of Directors of
BGIL FILMS & TECHNOLOGIES LIMITED

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004
Place: New Delhi
Date: 30.05.2015

Sd/-
Rakesh Bhatia
Chairman
DIN : 00046983
Sd/-
Ganesh Pratap Pal
Company Secretary
Membership No. A35569

Sd/-
Rajiv Kumar
Director
DIN : 03600817
Sd/-
Arti Bhatia
CFO

Sd/-
Jaya Misra
W.T.D.



BGIL Films & Technologies Limited

BGIL FILMS & TECHNOLOGIES LIMITED
CASH FLOW STATEMENT

DESCRIPTIONS	AS AT 31.03.2015	AS AT 31.03.2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	700,464	165,779
Add :		
Depreciation	8,961,051	9,289,553
Preliminary Expenses Written off	-	96,962
Cost of movie written off	398,400	3,908,328
Less:		
Interest Received	(673,941)	(645,254)
Operating Profit before Working Capital changes	9,385,974	12,815,368
Adjustments for :		
Change in Trade Receivables	(142,366,149)	(68,159,005)
Change in Short Term Loans & Advances	21,994,860	(15,670,552)
Change in Current Liabilities	140,849,189	50,969,135
Changes in Other Current Assets	(137,776)	(2,604,535)
Change in Long Term Loans & Advances	(2,095,655)	5,353,605
Change in Expenses Payable	979,652	128,632
Cash Generated from Operations	28,610,095	(17,167,352)
Direct Taxes Paid (net of refunds)	63,941	(291,887)
Extra ordinary /Prior period items	-	-
Net Cash Flow from Operating Activities	28,674,036	(17,459,239)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Net)	-	(15,053,718)
Sale of Fixed Assets	-	2,612,440
Decrease (Increase) in Investments	(17,896,331)	19,838,227
Change in Non Current Assets -WIP -movies	(9,346,500)	9,194,344
Net Cash Flow/(Used) in Investing Activities	(27,242,831)	16,591,293
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Borrowing	-	(123,814)
Interest received	673,941	645,254
Net Cash Flow from Financing Activities	673,941	521,440
Net Increase in Cash & Cash Equivalent (A+B+C)	2,105,146	(346,506)
	2,105,146	(346,506)
Cash and Cash Equivalent at the beginning of the year	62,144	408,650
Cash and Cash Equivalent at the end of the year	2,167,289	62,144

Note:

The above Cash flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India .

Auditors Report

As per your attachment

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

For and on behalf of Board of Directors of
BGIL FILMS & TECHNOLOGIES LIMITED

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004
Place: New Delhi
Date: 30.05.2015

Sd/-
Rakesh Bhatia
Chairman
DIN : 00046983
Sd/-
Ganesh Pratap Pal
Company Secretary
Membership No. A35569

Sd/-
Rajiv Kumar
Director
DIN : 03600817
Sd/-
Arti Bhatia
CFO

Sd/-
Jaya Misra
W.T.D.

Significant Accounting Policies

(a) Accounting Convention

The financial statements are prepared under the historical cost convention following the going concern concept and on accrual basis of accounting, in conformity with the accounting principles generally accepted in India and comply with the accounting standard referred to in Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rule, 2014.

(b) Revenue Recognition

The Company's income from operation is accounted for on accrual basis.

(c) Fixed Assets:

Fixed assets including intangible assets are stated at cost of acquisition including taxes, duties, identifiable direct expenses and expenses on installation, and are net of CENVAT Credit claimed thereon.

Additions to the fixed assets have been accounted for on the date of installation and its use irrespective of date of invoice.

(d) Depreciation:

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of Schedule II of the Act.

Depreciation on tangible fixed assets is computed on straight line method at such rate as computed considering useful life provided in the Schedule - II of the Act. During the preceding years, the Company was providing depreciation on straight line basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.

Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act and due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current period and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate, requiring an adjustment of the carrying amount of tangible assets.

(e) Investments:

Long term investments are valued at cost, less provision for diminution, other than temporary. Short term investments are valued at cost or market value, whichever is lower.

(f) 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.

(g) Miscellaneous expenditure:

Preliminary expenses & Public Issue Expenses are being written off over a period of 10 years.

(h) Retirement Benefits:

Provision for Gratuity will be accounted for on the retirement / cessation of employment. No amount has been charged to Profit & Loss Account on account of gratuity during the previous year.

(l) Contingent Liabilities

Unprovided contingent liabilities are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

(i) Taxation

Provision for taxation has been made in accordance with the Income Tax Act, 1961.

Deferred tax resulting from timing difference between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallise.

The Policies not specifically mentioned above are in agreement with the accounting standards issued by the Institute of Chartered Accountants of India.



BGIL Films & Technologies Limited

Notes to the Financial Statements

Note 2 : Share capital	As at 31 March 2015	As at 31 March 2014
Authorised 116,77,800 Equity Shares of Rs. 10/- Each	116,778,000	116,778,000
Issued, subscribed and fully paid-up: 113,27,630 Equity Shares of Rs. 10/- each Fully Paid Up	113,276,300	113,276,300

(i): Reconciliation of shares and amount outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2015		As at 31 March 2014	
	Equity Shares		Equity Shares	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	11,327,630	113,276,300	11,327,630	113,276,300
Movement during the year	-	-	-	-
Shares outstanding at the end of the year	11,327,630	113,276,300.00	11,327,630	113,276,300

(ii): Shares held by shareholders holding more than 5% shares

Name of the shareholder	No. of shares as at 31 March 2015	% held	No. of shares as at 31 March 2014	% held
Rakesh Bhhatia	642,024	5.67	642,024	5.67
Number One Finvest (P) Ltd.	1,290,911	11.4	1,290,911	11.4
Grindlay Finman (P) Ltd.	1,128,000	9.96	1,128,000	9.96
Number One Finsec (P) Ltd.	604,537	5.34	604,537	5.34

(iii): 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 amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 3 : Reserves and surplus	As at 31 March 2015	As at 31 March 2014
Note 3.1 : Securities premium account		
Opening balance	54,572,200	54,572,200
Add: Addition during the year	-	-
	54,572,200	54,572,200
Note 3.2: Capital Reserve		
Opening balance	21,645,350	21,645,350
Add:- Addition during the year	-	-
	21,645,350	21,645,350
Note 3.3 : General Reserve		
Opening balance	4,400,230	4,400,230
Add: Addition during the year	-	-
	4,400,230	4,400,230
Note 3.4 : Profit and Loss Account		
Opening balance	33,546,867	32,078,753
Add: Transferred from Profit and Loss Account	(118,874)	1,468,114
Less: Provision for Income Tax demand for AY 2012-13	195,585	-
Add: Effect of Depreciation on retained earnings as per Companies Act 2013	1,506,549	-
	34,738,956	33,546,867
	115,356,736	114,164,647



	As at 31 March 2015	As at 31 March 2014
Note 4 : Deferred Tax Liability (Net)		
Deferred Tax Liability		
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	6,720,104	6,034,239
Net Deferred Tax Liabilities	6,720,104.50	6,034,239
Note 5 : Short-term borrowings		
Secured Loan		
Note 6 : Other current liabilities		
Sundry Creditors	140,639,780	97,946,749
Advance from Vendor	12,347,056	12,347,056
Expenses Payable	50,000	50,000
Other payables-		
-Audit Fee Payable	332,622	281,442
-Service Tax Payable	405,428	551
-Other Liabilities	-	41,194
-TDS payable	96,755	168,167
-Rent Payable	158,400	169,800
-Vat Payable	19,106	14,452
	154,049,147	111,019,410
Note 7 : Short term provisions		
Provision for employee benefits		
-Salary and reimbursements	1,265,284	285,632
-Provision for Income Tax	450,117	185,000
	1,715,401	470,632

BGIL FILMS & TECHNOLOGIES LIMITED

 Note "g" : Fixed Assets
 8.1 - Tangible Assets

Description	Gross Block			Depreciation Block			Net Block			
	As At 01.04.2014	Addition During The Period	Sale/W/Off During The Year	As At 31.03.2015	Upto 01.04.2014	For The Period	Effect On Retained EARNINGS	Upto 31.03.2015	As On 31.03.2015	As On 31.03.2014
COMPUTER	34,495,673	-	-	34,495,673	32,298,121	155,518	1,476,773	30,976,866	3,518,807	2,197,552
OFFICE EQUIPMENT	774,971	-	-	774,971	681,661	15,746	29,776	667,631	107,340	93,310
VEHICLE	2,685,530	-	-	2,685,530	1,195,750	429,662	-	1,625,412	1,060,118	1,489,780
FURNITURE & FIXTURE	679,482	-	-	679,482	435,424	64,665	-	500,089	179,393	244,058
TOTAL	38,635,656	-	-	38,635,656	34,610,956	665,591	1,506,549	33,769,998	4,865,658	4,024,700
Previous Year	41,572,775	146,401	3,083,520	38,635,656	28,927,720	6,154,316	471,080	34,610,956	4,024,700	12,645,055

8.2 - Intangible Assets

Description	Gross Block			Depreciation Block			Net Block			
	As At 01.04.2014	Addition During The Period	Sale During Year	As At 31.03.2015	Upto 01.04.2014	For The Period	Adjustment/ Written Off	Upto 31.03.2015	As On 31.03.2015	As On 31.03.2014
COMPUTER SOFTWARE	39,192,276	-	-	39,192,276	6,305,173	8,295,460	-	14,600,633	24,591,643	32,887,103
TOTAL	39,192,276	-	-	39,192,276	6,305,173.00	8,295,460.00	-	14,600,633	24,591,643	32,887,103
Previous Year	19,175,000	20,017,276	-	39,192,276	3,169,936.00	3,135,237.00	-	6,305,173	32,887,103	16,005,064
Gross Total	77,827,932	-	-	77,827,932	40,916,129	8,961,051	1,506,549	48,370,631	29,457,301	36,911,803
Gross Total (Previous Year)	60,747,775	20,163,677	3,083,520	77,827,932	32,097,656	9,289,553	471,080	40,916,129	36,911,803	28,650,119



	As at 31 March 2015	As at 31 March 2014
Note 9 : Non-Current Investments		
Investment in Equity Shares - Trade, Unquoted (at cost)		
44200 Shares (P.Y.44200) Bhatia Investment Finance Pvt. Ltd.)	398,704	398,704
95000 Shares (P.Y.95000) Number One Finsec Pvt. Ltd.)	1,462,500	1,462,500
242439 Shares (P.Y NIL) Number One Finvest Pvt. Ltd	5,050,000	-
606245 Sharee (P.Y NIL) Grindlay Finman Pvt. Ltd	12,846,331	-
150000 Shares (P.Y.150000) Kartik Share Traders Pvt. Ltd.)	1,500,000	1,500,000
Investment in Equity Shares - Trade, Quoted (at cost)		
514295 Equity Shares (P.Y. 5,14,295) of Bharatiya Global Infomedia Ltd.	22,234,766	22,234,766
Market Value : Rs. 15,99,457.50/-		
Aggregate value of unquoted investments	21,257,535	3,361,204
Aggregate value of quoted investments	22,234,766	22,234,766
Market Value : Rs. 15,99,457.50/-	<u>43,492,301</u>	<u>25,595,970</u>
Note 10 : Trade Receivables (Non- Current)		
Unsecured		
-Debts outstanding for more than one year	177,545,509	103,372,063
	<u>177,545,509</u>	<u>103,372,063</u>
Note 11 : Long-term loans and advances (unsecured, considered good)		
Advance Recoverable in cash or in kind	15,929,509	13,833,854
	<u>15,929,509</u>	<u>13,833,854</u>
Note 12 : Other Non Current Assets		
Advance Recoverable in cash or in kind		
Income Tax Refund due	7,476	7,476
Mvat Security	18,678	18,678
Advances recoverable	-	-
WIP- Movies *	66,612,081	57,663,981
	<u>66,638,235</u>	<u>57,690,135</u>
Note 13 : Trade Receivables (Current)		
Unsecured		
a) Debts outstanding for more than six months	-	-
- Considered good	89,587,702	
b) Other debts	65,463,447	86,858,445
- Considered good	<u>155,051,149</u>	<u>86,858,445</u>
Note 14 : Cash and Cash Equivalents		
Cash in hand	1,692,468	26,559
Balances with scheduled banks:		
- in current accounts	474,821	35,585
	<u>2,167,289</u>	<u>62,144</u>
Note 15 : Short-term loans and advances (unsecured, considered good)		
Advances Recoverable in cash or in kind	274,180	22,269,040
Other Advances	<u>274,180</u>	<u>22,269,040</u>
Note 16 : Other current assets		
Mvat Input Credit	3,783	-
TDS Receivable	137,934	63,941
	<u>141,717</u>	<u>63,941</u>



	For the year ended 31 March 2015	For the year ended 31 March 2014
Note 17 : Revenue from Operations		
Income from Information Technologies/Services	134,713,263.00	132,587,774.67
Income from Media	15,470,000.00	16,215,680.00
TOTAL	<u>150,183,263.00</u>	<u>148,803,454.67</u>
Note 18 : Other Income		
Interest Income -		
On Fixed Deposit	-	5,841.00
On others	673,941.00	639,413.00
Other Income	10,729.95	-
TOTAL	<u>684,670.95</u>	<u>645,254.00</u>
Note 19 : Employee benefits expenses		
Salaries and wages	2,595,497.00	3,022,889.00
Staff welfare	404,555.00	561,279.00
TOTAL	<u>3,000,052.00</u>	<u>3,584,168.00</u>
Note 20 : Other expenses		
Advertisement	111,315.00	143,720.00
Audit fees	50,000.00	30,000.00
Business Promotion	83,704.00	673,684.00
Communication Expenses	356,125.34	49,649.24
Conveyance	582,815.00	979,397.00
Cost of Movie Written Off	398,400.00	3,908,328.00
Courier, Postage & Telegram	153,392.00	78,749.00
Custom Duty	8,664.00	-
Director Fee	10,000.00	25,000.00
Donation	-	3,600.00
Electricity	-	95,200.00
Exchange Rate Fluctuation	616.00	
Fee & Subscription	67,730.00	38,050.00
Festival Expenses	-	50,084.00
Insurance	10,576.00	10,868.00
Interest & Penalties	6,714.00	126,712.00
Legal and professional	-	107,000.00
Listing Fee	159,868.00	108,106.00
Misc	-	1,848.89
Office Expenses	626,138.00	458,125.00
Preliminary Expenses Written Off	-	96,962.00
Printing and stationery	252,777.00	213,712.00
Project Expense	47,150.00	-
Rates and taxes	-	1,000.00
Rent	1,148,000.00	1,474,500.00
Repairs and maintenance - others	-	104,558.00
Tour & Travelling Expense	-	170,122.00
Vehicle Running & Maintenance	349,944.00	80,052.00
	<u>4,423,928.34</u>	<u>9,029,027.13</u>
Note 21 : Finance cost		
Bank charges	6,900.38	61,700.99
Interest charges	-	-
	<u>6,900.38</u>	<u>61,700.99</u>
Note 22 : Depreciation/Amortization		
Tangible Assets	665,591.00	6,189,778.00
Intangible Assets	8,295,460.00	3,099,775.00
	<u>8,961,051.00</u>	<u>9,289,553.00</u>

23. Estimated amount of contract remaining to be executed on capital account and not provided for Rs Nil (Previous Year Rs Nil)
24. Contingent Liabilities not provided for :
- a. Guarantees given by the company Rs. NIL (P.Y. NIL)
 - b. Claims against the company not acknowledge as debts
Income Tax (AY 2010-11 to AY 2014-15) Rs. 17.79 Lacs (P.Y. 14.99 Lakhs)
25. 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.
26. In the opinion of Board of Directors and explanations given to us, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision for depreciation and all known liabilities are adequate.
27. CIF Value of Imports Rs. 47,449 (P.Y. NIL /-)
28. Earning & Expenditure in foreign exchange
- a) Earnings NIL (P.Y. NIL)
 - b) Expenditure Rs. 47,449(P.Y. NIL/-)

29. Segment Reporting

From 01.04.2014 to 31.03.2015

(Rs. In Lacs)

Particulars	Information Technologies/Services	Media & Entertainment	Other Income	Total
1. Segment Revenue				
Sales/ Net Income	1347.13	154.70	6.84	1508.67
Less: Inter-segment Revenue	-	-	-	-
Net Sales/Income	1347.13	154.70	6.84	1508.67
2. Segment Results				
Profit/(loss) before tax and Interest from each segment	2.35	87.52	6.84	96.71
Less:				
Interest				.09
Un-allocable expenditure				89.62
Total Profit/(Loss) before Tax				7.00
Less: Provision for Current Tax				1.33
Total Profit/(Loss) after Tax				5.67
Less: Deferred Tax				6.86
Add: Prior Period Items				-
Net Profit/(Loss)				(1.19)

Note: 1) Segments have been identified in line with Accounting Standard - 17 (AS-17) on Segment Reporting issued by the Institute of Chartered Accountants of India, taking into account the nature of activities as well as the differential risks and returns attached. The Company's operation predominantly relates to the following segments:

- a) Information Technologies/Services
- b) Film Production and Distribution
- c) Other Income

2) There is no inter-divisional or inter segmental transfer of goods and services.

30. Earnings per share (EPS) -	2014-2015	2013-2014
Profit / (Loss) after current and deferred tax (Rs.)	(1,18,874)	14,68,114
Basic / Weighted Average number of Equity Shares Outstanding during the year	1,13,27,630	1,13,27,630
Nominal value of Equity Share (Rs.)	10.00	10.00
Basic / Weighted Earning per Share	(0.01)	0.13
Diluted Earning per Share	(0.01)	0.13

31. Related party Disclosure (where transactions have taken place): In terms of Accounting Standard AS-18, all related parties have been identified by management and relied upon by the auditors.

a) Name of Related Parties & description of relationship:

i) Key Management Personnel:

Sh. Rakesh Bhatia	-	Director
Sh. Ashok Juneja	-	Director
Smt. Arti Bhatia	-	Wife of Rakesh Bhatia
Smt. Jaya Misra	-	Director
Sh. Rajiv Kumar	-	Director
Sh. Vimal Kumar Srivastava	-	Director
Sh. J K Bhatia	-	Brother of Rakesh Bhatia
Ms. Garima Bhatia	-	Daughter of Rakesh Bhatia
Smt. Bharti Singh	-	Sister-in-law of Rakesh Bhatia

(ii) Related Parties where control exists:

Bharatiya Global Infomedia Limited
 Bhatia Investment & Finance (P) Ltd.
 Number One Finsec (P) Ltd.
 Number One Finvest (P) Ltd.
 Grindlay Finman (P) Ltd.
 Ignite Media & Entertainment Pvt. Ltd
 Rakesh Bhatia HUF

b) Details of Transaction:-

	As on 31.03.2015	As on 31.03.2014
(i) Companies where control exists		
Transactions:		
*Sale of Services	NIL	NIL
*Rent	90,000	2,88,000
*Sale Of Film Rights	NIL	NIL
*Sale of Goods	NIL	31,50,000
*Purchase of Services	NIL	NIL
Outstanding as at Balance Sheet Date		
*Payables	NIL	1,68,000
*Receivable	36,82,439	95,80,518
(ii) Key Management Personnel & their relatives		
Transactions:		
Salary Paid	12,54,500	16,11,500
Director Remuneration Paid	1,87,500	3,82,258
Director Fees Paid	10,000	25,000
Outstanding as at Balance Sheet Date		
Amount Payable	1,13,041	1,09,500
Amount Receivable	4,91,000	4,66,825

32. Deferred Tax Liabilities for the year ended 31.03.2015 comprises of :

Particulars	As on 01.04.2014	For the year	As on 31.03.2015
On account of Difference of Book Depreciation & Tax Depreciation	60,34,239	6,85,865	67,20,104

33. Previous year figures have been re-grouped, re-arranged and/or re-casted, wherever considered necessary so as to make them comparable with the current year figures.

34. No Provision has been made for Gratuity, leave encashment or other retirement benefits, which are accounted for on payment basis only. However, the company has calculated the estimated amount of leave encashment & gratuity which comes to Rs. 32,451/- as at 31st March 2015.

35. No provision has been made for diminution in value of Investments as in the opinion of management, the diminution in the value of quoted investments amounting to Rs. 206.35 lacs is temporary in nature.

36. **Lease Terms**

Operating Lease:

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

	2014-15	2013-14
Office/Guest House/Residential Premises	11.48 Lacs	14.75 Lacs



BGIL Films & Technologies Limited

37. Above mentioned Significant Accounting policies and notes on Accounts form an integral part of the Balance Sheet as at 31st March, 2015, the statement of Profit & Loss Account and its cash flows for the year ended on that date and have been duly authenticated.

In terms of our report of even date

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

Sd/-
Neeraj Gupta
Partner
Membership No.: 087004
Place: New Delhi
Date: 30.05.2015

For and on behalf of Board of Directors of
BGIL FILMS & TECHNOLOGIES LIMITED

Sd/- Rakesh Bhatia Chairman DIN : 00046983	Sd/- Rajiv Kumar Director DIN : 03600817	Sd/- Jaya Misra W.T.D.
Sd/- Ganesh Pratap Pal Company Secretary Membership No. A35569	Sd/- Arti Bhatia CFO	



BGIL Films & Technologies Limited

CIN: L65993DL1989PLC035572

Regd. Office: B-13, L.G.F., Amar Colony, Lajpat Nagar-IV, New Delhi-110020

Tel: +91-011-40765562, Fax: +91-011-41377519

Website: www.bgilfilms.com e-mail: bgilfilms@bgilinfo.com

26th Annual General Meeting-29th September, 2015

ATTENDANCE SLIP

Registered Folio no./ DP ID no. / Client ID no.:

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Number of Shares held

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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I certify that I am a member/ proxy/ authorized representative for the member of the Company.

I hereby record my presence at the 26th Annual general Meeting of the Company at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Tuesday, 29th September, 2015, at 11.30 a.m.

.....

Name of the member/ proxy
(in Block letters)

.....

Signature of the member/ proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.



BGIL Films & Technologies Limited

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Z

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Tel : +91-011-40765562, Fax : +91-011-41377519

Website : www.bgilfilms.com. e-mail: bgilfilms@bgilinfo.com

** I wish my above Proxy to vote in the manner as indicated in the Box below :

Sl. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Consider and adopt :		
	Adopt the Audited Results of Balance Sheet and P & L Account for the F. Y. 2014-15		
2.	Ratification of Statutory Auditors SNMG & Co.		
SPECIAL BUSINESS			
3.	Appointment of Ms. Arti Bhatia as a Whole Time Director		
4.	Appointment of Mr. Nirmal Vaid as a Whole Time Director		

Signed this..... day of2015

Affix Revenue

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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Website : www.bgilfilms.com. e-mail: bgilfilms@bgilinfo.com

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

You are aware that majority of the provisions of Companies Act, 2013 have been made effective from 1st April, 2014. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued there under, Companies can serve Annual Reports, Notices and other communications through electronic mode to those shareholders who have registered their email address either with the Company/RTA or with the Depository.

It is a welcome move that would benefit the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This provides a golden opportunity to every shareholder of BGIL Films & Technologies Limited to contribute to the cause of 'Green Initiative' by giving their consent to receive various communications from the Company through electronic mode.

We therefore invite all our shareholders to contribute to the cause by filling up the form given below to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.bgilfilms.com.

[Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.]

Best Regards,
Sd/-
Rakesh Bhatia
(Chairman)

E-COMMUNICATION REGISTRATION FORM

Folio No. /DP ID & Client ID:.....

Name of the 1 Registered Holder:.....

Name of the Joint Holder[s]: (1).....(2).....

Registered Address:

.....
.....

E-mail ID (to be registered):

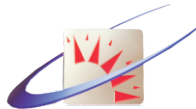
Mob./Tel. No.:.....

I/We shareholder(s) of BGIL Films & Technologies Limited hereby agree to receive communications from the Company in electronic mode. Please register my above E-mail ID in your records for sending communications in electronic form.

Date: Signature:

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.

If Undelivered, Please return to :



BGIL

BGIL Films & Technologies Limited

Corp. Office: B-66, Sector-60, Noida-201301
Uttar Pradesh (U.P.), India
www.bgilfilms.com