

**Annual Secretarial compliance Report**  
**Secretarial Compliance Report of BGIL Films and Technologies Limited for the**  
**financial year ended 31<sup>st</sup> March 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by BGIL Films and Technologies Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 44, Backary Portion, 2nd Floor, Regal Building, Connaught Place, Central Delhi, New Delhi, Delhi, India, 110001. Secretarial Review 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 listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity 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:

- a) all the documents and records made available to us and explanation provided by BGIL Films and Technologies Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31-03-2024 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly, prepared annexure F containing details of compliances of SEBI (LODR), Regulations 2015, to the extent applicable to the company.***
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that the company has not issued any shares and/or other Securities during the period under review.***
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of acquisition of shares and takeover during the period under review.***
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of buyback of securities during the period under review.***
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there is no scheme for direct or indirect benefit of employees involving dealing in or subscribing to or purchasing securities of the company, directly or indirectly share-based employee benefits during the period under review.***
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Debt Securities during the period under review.***



- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly it is to state that there are no cases of Issue and Listing of Non-Convertible and Redeemable Preference Shares during the period under review.***
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ***I have relied upon the explanations and/or clarifications provided by the company and accordingly, prepared annexure F containing details of compliances with SEBI (PIT), Regulations 2015, to the extent applicable to the company***
- i) Other regulations as applicable and circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as "**Annexure B**"

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 is being attached herewith and marked as "**Annexure C**"

Based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in "**Annexure D**"
- b) The listed entity has taken the actions to comply with the observations made in previous reports as per "**Annexure E**"

For AKP & Associates  
Company Secretaries

Ashutosh Kumar Pandey  
FCS-6847: CP-7385  
Proprietor  
Place: Noida  
Date: 30.05.2024  
UDIN- F006847F000505631



To,  
The Members,  
BGIL Films and Technologies Limited  
44, 2nd Floor, Backary Portion, Regal Building  
Connaught Place New Delhi  
Central Delhi DL 110001 IN

Our Annual Secretarial Compliance Report for the financial year 31st March, 2024 is to be read along with this letter.

**Assumptions & Limitation of scope and Review:**

- 1) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- 2) Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- 3) We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- 4) This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity

For AKP & Associates  
Company Secretaries

Ashutosh Kumar Pandey  
FCS-6847: CP-7385  
Proprietor  
Place: Noida  
Date: 30.05.2024  
UDIN- F006847F000505631