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**The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
Floor-25, P.J. Towers,
Dalal Street, Mumbai-400001**

Date: 7th September, 2024

Sub: Furnishing Notice of 35th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(Scrip Code: -511664)

Dear Sir/Madam,

We wish to inform you that the 35th Annual General Meeting of the Shareholders has been fixed on Monday, 30th September, 2024 at 09:30 A.M. through Video Conferencing/ other Audio-Visual means.

In this regard, please find attached Notice of 35th Annual General Meeting of the Company, which has been sent to shareholders of the Company.

Further, the 35th Annual General Meeting Notice, Annual Report, Instruction for E-voting and Instruction for AGM of Company are also available on the Company's website www.bgilfilms.com.

Request to kindly take this information on record.

Yours Sincerely

**For BGIL Films & Technologies Limited
Sd/-
Akhileshwar Singh
Company Secretary**

Encl: -Notice

BGIL FILMS & TECHNOLOGIES LIMITED

Regd. OFF:- AltF , 101, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi-110044
CIN: L65993DL1989PLC035572 e-mail: bgilfilms@bgilinfo.com website: www.bgilfilms.com

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held on Monday, the 30th day of September, 2024 at 09.30 A.M. through Video Conferencing("VC")/Other Audio-Visual means("OAVM") to transact the following businesses.

Ordinary Business

Item No. 1- Adoption of Annual financial Statements

To receive, consider, approve and adopt the annual financial statements of the Company for the year ended March 31, 2024, including the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement as at March 31, 2024, 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.

Special Business

Item No. 2- Regularization of Mr. Umesh Kumar Singh (Additional Director) (DIN: 02170692) as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Umesh Kumar Singh (DIN: 02170692) who was appointed as an Additional Director of the Company with effect from September 7, 2024 by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company."

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of **Mr. Umesh Kumar Singh (DIN: 02170692)**, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing

from September 7, 2024 up to September 6, 2029 and who would not be liable to retire by rotation, be and is hereby approved

Item No. 3- Regularization of Mr. Amit Lal Yogi (Additional Director) (DIN: 05159445) as in Independent Director

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

“RESOLVED THAT Mr. Amit Lal Yogi (DIN: 05159445) who was appointed as an Additional Director of the Company with effect from September 7, 2024 by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of **Mr. Amit Lal Yogi (DIN: 05159445)**, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from September 7, 2024 up to September 6, 2029 and who would not be liable to retire by rotation, be and is hereby approved

Item No. 4-To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special

“RESOLVED THAT *in supersession of all the earlier Resolutions passed in this regard*, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate;

- and acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of Rs. Hundred Crore Only notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

Item No. 5-To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. One Hundred Fifty Crore Only.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution.”

Item No. 6-To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable

laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favor of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. One Hundred Fifty Crore Only."

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution."

Date: **7th September, 2024**
Place: Noida

By order of the Board of Directors
For **BGIL Films & Technologies Limited**
Sd/-
Akhileshwar Singh
Company Secretary

Notes:

- 1.** Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India (hereinafter referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 35th Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required.
- 2.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- 3.** Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 on General Meeting in respect of the Directors or Directors seeking reappointment at the AGM are provided in the Annexure to the Notice.
- 4.** Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail on Ashutosh@akpcs.com in or evoting@nsdl.co.in.
- 5.** The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 6.** Since the AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Further, pursuant to Section 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the 35th AGM through VC/ OAVM and cast their votes through e-Voting.
- 7.** The Notice of AGM along with Annual Report for the financial year 2023-24, is available on the website of the Company at www.bqilfilms.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- 8.** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2024 to Monday, September 30, 2024 (both days inclusive).
- 9.** Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other statutory Registers are required to email to bqilfilms@bqilinfo.com.
- 10.** SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialized from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

- 11.** *The Board of Directors, at their meeting held on May 30, 2024 has appointed Mr. Ashutosh Kumar Pandey, Practicing Company Secretary (Membership No. 6847) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.*
- 12.** *The Results shall be declared on or after the AGM of the Company. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Ltd. within 2 (two) working days of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www.bqilfilms.com and on Registrar and Transfer Agent's website at www.masserv.com.*
- 13.** *The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.*
- 14.** *The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date, Monday, September 23, 2024. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Monday, September 23, 2024 should treat this notice for information purpose only.*
- 15.** *Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.*
- 16.** Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
- 17.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MAS Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 18.** In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
- 19.** All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
- 20.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 21.** Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. MAS

SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11- 26387384, E-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.

22. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. MAS Services Limited at the address mentioned in point No. 12.
23. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.
25. The recorded transcript of the forthcoming AGM on September 30, 2024, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice and facility to appoint proxy is not available.
27. *Details required under 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.*

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

VOTING THROUGH ELECTRONIC MEANS

- A. *In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.*
- B. *The remote e-voting period commences on **Friday, September 27, 2024 (9:00 a.m. IST)** and ends on **Sunday, September 29, 2024 (5:00 p.m. IST)**. During this period, Members holding shares either in*

physical form or in dematerialized form, as on Monday, September 23, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- C. The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- F. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- G. The instructions for members for remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/).

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 1*** and EVEN is 101456 then user ID is 101456000001
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered with the depositories, for procuring user id and Password and for registration of email ID for e-Voting, please follow the steps mentioned below:
 - (a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to info@masserv.com / bqilfilms@bqilinfo.com.
 - (b) In case shares are held in demat mode, please provide DPID CLENT ID (16 digit DP ID+CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested copy of PAN Card, self-attested copy of Aadhar Card by writing an email to info@masserv.com / bqilfilms@bqilinfo.com.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:-

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting.
2. Select "EVEN" 113342 (e-voting even number) of "KEI Industries Limited";
3. Now you are ready for e-Voting as Cast Vote page opens;
4. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
5. Upon confirmation, the message "Vote cast successfully" will be displayed;

6. *Once you have voted on the resolution, you will not be allowed to modify your vote;*
7. *For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in. Members may contact Mr. Akhileshwar Singh Company Secretary for any grievances connected with electronic means / e-voting.*
8. *It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.*

(h). *In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.*

(i). INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- *Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.*
- *Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.*
- *Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.*
- *Members, who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 and our Registrar and Transfer Agent on info@masserv.com/ 011-26387281-82-83*
- *Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at info@masserv.com / vishalsharma2807@gmail.com before September 29, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.*

(j). *Other Instructions*

- *The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.*

- *The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.bgilfilms.com and on the website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited, and Calcutta Stock Exchange where the shares of the Company are listed.*
- *Members are encouraged to join the Meeting through Laptops for better experience.*
- *Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.*
- *Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.*

By order of the Board of Directors
For BGIL Films & technologies Limited
Sd/-
Akhileshwar Singh
Company Secretary

Date: 7th September, 2024
Place: Noida

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON “GENERAL MEETINGS”

Item Nos. 2

Mr. Umesh Kumar Singh is a Non- executive Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. Umesh Kumar Singh as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015 to hold office for a period of five consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mr. Umesh Kumar Singh as independent director.

The Company has received consent in writing from Mr. Umesh Kumar Singh to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Umesh Kumar Singh that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board Mr. Umesh Kumar Singh fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Mr. Umesh Kumar Singh is independent of the management.

Further, Mr. Umesh Kumar Singh is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day up to the date of the AGM.

Except Mr. Umesh Kumar Singh none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors seeking re-appointment at the Annual General Meeting, are given hereunder: -

<i>Name of the Director</i>	Mr. Umesh Kumar Singh
<i>Date of Birth (dd/mm/yyyy)</i>	15/12/1968
<i>Age (in years)</i>	56
<i>Date of Appointment</i>	7 th September, 2024

<i>Qualification</i>	M.A.
<i>Relationship between Director, Manager and Key Managerial Personnel</i>	Nil
<i>Board Position held</i>	Independent Director
<i>Terms and Conditions of re-appointment</i>	Not Liable to retire by rotation
<i>Nature of his expertise specific function areas along with experience (in years)</i>	<p>He has more than 25 years' experience in Finance related activities.</p> <ul style="list-style-type: none"> • <i>Member of Indian Film and Television Association, Mumbai.</i> • <i>Member- Western Indian Film Producers Association, Mumbai</i> • <i>Sr. Private Secretary of Chairman, Petion Committee, Lok Sabha from 2004-2009</i>
<i>Number of Meetings of the Board attended during the year</i>	0
<i>Other Directorship</i>	<p>God Institute of Information Technology Private Limited</p> <p>Punarnaya Arts & Culture Promotions Private Limited</p>
<i>Chairperson/member</i>	Nil

Item Nos. 3

Mr. Amit Lal Yogi is a Non- executive Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. Amit Lal Yogi as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015 to hold office for a period of five consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mr. Amit Lal Yogi as independent director.

The Company has received consent in writing from Mr. Amit Lal Yogi to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Amit Lal Yogi that he meets the criteria of independence as prescribed under sub-section (6) of

Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board Mr. Amit Lal Yogi fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Mr. Amit Lal Yogi is independent of the management.

Further, Mr. Amit Lal Yogi is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day up to the date of the AGM.

Except Mr. Amit Lal Yogi of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors seeking re-appointment at the Annual General Meeting, are given hereunder: -

<i>Name of the Director</i>	Mr. Amit Lal Yogi
<i>Date of Birth (dd/mm/yyyy)</i>	29/11/1979
<i>Age (in years)</i>	45
<i>Date of Appointment</i>	7 th , September 2024
<i>Qualification</i>	M.A.
<i>Relationship between Director, Manager and Key Managerial Personnel</i>	Nil
<i>Board Position held</i>	Independent Director
<i>Terms and Conditions of re-appointment</i>	Not Liable to retire by rotation
<i>Nature of his expertise specific function areas along with experience (in years)</i>	He has more than 20 years' experience in Finance, Media & online portal related.
<i>Number of Meetings of the Board attended during the year</i>	0

<i>Other Directorship</i>	People Press Limited
<i>Chairperson/member</i>	Nil

Item Nos. 4

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) *give any loan to any person or other body corporate;*
- b) *give any guarantee or provide security in connection with a loan to any other body corporate or person; and*
- c) *acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -*

60% of the paid-up share capital and free reserves and securities premium account; or
100% of the free reserves and securities premium account; whichever is higher.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. One Hundred Crores Only, under the provisions of Section 186 of the Companies Act, 2013.

In view of the above, the Board of Directors recommends the Resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

Item Nos. 5

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may needs additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits up-to Rs. One Hundred Fifty Crores Only.

Pursuant to section 180(1)(c) of the Companies Act,2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members by way of special resolution.

Item Nos. 6

In order to facilitate securing the borrowings to be made by the Company in item no. 6, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting by way of special resolution.

Therefore, Board recommends Special Resolution for your Approval.

None of the Directors except to the extent of their shareholding and directorships in the Company or their relatives are financially or otherwise interested in this resolution.

By order of the Board of Directors
For BGIL Films & technologies Limited
Sd/-
Akhileshwar Singh
Company Secretary

Date: 7th September, 2024
Place: Noida