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

**Date: 08<sup>th</sup> September, 2022**

**Sub: Furnishing Notice of 33<sup>rd</sup> 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 33<sup>rd</sup> Annual General Meeting of the Shareholders has been fixed on Friday, 30<sup>th</sup> September, 2022 at 09:45 A.M. through Video Conferencing/ other Audio-Visual means.

In this regard, please find attached Notice of 33<sup>rd</sup> Annual General Meeting of the Company, which has been sent to shareholders of the Company.

Further, the 33<sup>rd</sup> 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](http://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:- 1203, VIJAYA BUILDING, 17 BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI - 110001

CIN: L65993DL1989PLC035572 e-mail: [bgilfilms@bgilinfo.com](mailto:bgilfilms@bgilinfo.com) website: [www.bgilfilms.com](http://www.bgilfilms.com)

## NOTICE

**NOTICE** is hereby given that the **33<sup>rd</sup> Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 09.45 A.M. through Video Conferencing(“VC”)/Other Audio-Visual means(“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at 1203, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001.

### 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, 2022, including the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement as at March 31, 2022, 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- To Appoint a Director in place of Mr. Ashok Kumar Juneja (DIN: 01289206), who retires by rotation and being eligible, offer himself for re-appointment.**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Juneja (DIN: 01289206), who retires by rotation at this meeting and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

#### **Item No. 3- To Appoint M/s Singh Ray Mishra & Co. Chartered Accountants as the Statutory Auditors of the Company for a term of five years and fix their remuneration and in this regard to consider and if thought fit pass the resolution as an Ordinary Resolution.**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] of the Companies Act, 2013 if any, and pursuant to recommendations made by the Audit Committee and Board of Directors of the Company, M/s Singh Ray Mishra & Co., Chartered Accountants [Firm Registration No.: 318121E] be and are hereby appointed as the Statutory Auditors of the Company to hold the office for the term of five consecutive years beginning from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

**FURTHER RESOLVED THAT** any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

## **Special Business**

### **Item No. 4- Appointment of Auditors to fill casual vacancy**

To ratify appointment of the Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for that purpose, to consider it before item no. 3 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Audit Committee & the Board of Directors vide resolutions passed at their meeting held on 30<sup>th</sup> May, 2022, M/s Singh Ray & Mishra & Co., Chartered Accountants, (Firm Registration No. 318121E, be and are hereby appointed as statutory auditor of the company for the financial year 2021-22, to fill casual vacancy caused by resignation of M/s SNMG & Co., Chartered Accountants, (FRN. 004921N) who were supposed to hold office till conclusion of 33<sup>rd</sup> AGM.

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

Place: Noida

**Date: 14<sup>th</sup> August, 2022**

### **Notes:**

1. The Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re- enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 33<sup>rd</sup> AGM of the Company is being conducted through VC/OAVM on Friday, the 30<sup>th</sup> day of September 2022 at 09.45 A.M. (IST). The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company at Office No-1203, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi- 110001
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

3. 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](mailto:Ashutosh@akpcs.com) in or [evoting@nsdl.co.in](mailto: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. The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at [www.bgilfilms.com](http://www.bgilfilms.com) and on the website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive).
8. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialized form 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.
9. The Board of Directors, at their meeting held on August 14, 2022 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.
10. 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.bgilfilms.com](http://www.bgilfilms.com) and on Registrar and Transfer Agent's website at [www.masserv.com](http://www.masserv.com).
11. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.
12. 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, Friday, September 23, 2022. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Friday, September 23, 2022 should treat this notice for information purpose only.
13. 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.
14. 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](mailto:Ashutosh@akpcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
15. 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.

16. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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.
24. 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.
25. 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:-

<b>Name of the Director</b>	Mr. Ashok Kumar Juneja
Date of Birth (dd/mm/yyyy)	14/02/1955
Age (in years)	66
Date of Appointment	11th November, 2020

Qualification	FCS, LLB
Relationship between Director, Manager and Key Managerial Personnel	Nil
Board Position held	Member
Terms and Conditions of re-appointment	Liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	He has more than 35 years experience in Corporate Finance, Information Technologies and Investment Banking and activities
Number of Meetings of the Board attended during the year	4
Other Directorship	<ol style="list-style-type: none"> <li>1. Merit Exports Private Limited</li> <li>2. Bharatiya Global Infomedia Limited</li> <li>3. Mantrah Finserv Limited</li> <li>4. MAntrah ARC Limited</li> <li>5. Mantrah Management Advisors Pvt. Ltd.</li> <li>6. Mantrah Insolvency Professional Pvt. Ltd.</li> <li>7. Mantrah Law House LLP</li> </ol>
Chairperson/member	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Nomination &amp; Remuneration Committee</li> <li>3. Stakeholders Grievance Committee</li> </ol>

**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, January 2021 & May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- B. The remote e-voting period commences on **Tuesday, September 27, 2022 (9:00 a.m. IST)** and ends on **Thursday, September 29, 2022 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- C. The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

- E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- F. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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 1 2 * * * * * * * * * * 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

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](mailto:info@masserv.com) / [vishalsharma2807@gmail.com](mailto:vishalsharma2807@gmail.com).
  - (b) In case shares are held in demat mode, please provide DPID CLIENT 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](mailto:info@masserv.com) / [vishalsharma2807@gmail.com](mailto:vishalsharma2807@gmail.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.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto: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](mailto:Ashutosh@akpcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).  
Members may contact Mr. Akhileshwar Singh Company Secretary for any grievances connected with electronic means / e-voting at the Registered Office of the Company at 1203, 12th Floor, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001.
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](http://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](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/](mailto:evoting@nsdl.co.in)** 1800-222-990 and our Registrar and Transfer Agent on **[info@ masserv.com/](mailto: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](mailto:info@masserv.com)** / **[vishalsharma2807@gmail.com](mailto:vishalsharma2807@gmail.com)** before September 29, 2022 (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](http://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: 14<sup>th</sup> August, 2022**  
**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. 4**

M/s SNMG & CO. (Firm Registration NO. 004921N ) erstwhile statutory auditors, resigned from the office of statutory auditor of the company on 10th May, 2022 citing reason that their Peer Review Certificate is expired and yet to be renewed. They also failed to complete the Audit for the Financial Year 2021-22. The Audit Committee then suggested name of M/s Singh Ray & Mishra & Co., Chartered Accountant to fill casual vacancy caused by resignation of said M/s SNMG & CO., Chartered Accountants. The Board then approached said M/s Singh Ray & Mishra & Co., Chartered Accountants and appointed them as Statutory Auditor to audit the accounts of the Company for the financial year 2021-22. The casual vacancy so arise during the period is being ratified by the shareholders of the Company.

None of the other Directors, Key Managerial personnel (KMP), or their respective relatives is in any way concerned or interested in the Resolution.