



**BGIL**

Films & Technologies Ltd.

**By E-Filing**

To,

Date: 30<sup>th</sup> May, 2019

The General Manager,  
The Bombay Stock Exchange Limited  
25<sup>th</sup> Floor, P.J. Towers, Dalal Street,  
Mumbai-400001

**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2019.**

(Scrip Code: 511664)

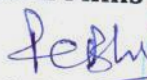
Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated February 08 2019, please find attached Annual Secretarial Compliance Report for the year ended March 31, 2019 issued by M/s AKP Associates, Practicing Company Secretaries.

You are requested to take the aforementioned information on your record.

Thanking You.

For **BGIL Films and Technologies Limited**

  
Rakesh Bhatia

Chairman

Encl. a/a



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**Corporate Office** : B-66, Sector-60, Noida - 201301, (U.P.), India Ph.: +91-120- 4227792 Fax: +91-120-4227791  
**Regd Office** : 1301, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi - 110001, Ph.: +91-11-40765562,  
E-mail : bgilfilms@bgilinfo.com, website:- www.bgilfilms.com. CIN No.:- L65993DL1989PLC035572



**Annual Secretarial compliance Report**  
**BGIL Films & Technologies Limited (CIN-L65993DL1989PLC035572) for the year**  
**ended 31<sup>st</sup> March 2019**

I have examined:

- A) all the documents and records made available to us and explanation provided by BGIL Films & 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 31-03-2019 ("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, includes: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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) Regulations, 2014; *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.***



*AKP & Associates, Company Secretaries*  
C-30, Sector-XV-III, Greater Noida-201308 (Uttar Pradesh)  
Mobile No.-9540208383; Web Site- [www.akpcs.com](http://www.akpcs.com); E-mail [ashutoshi@akpcs.com](mailto:ashutoshi@akpcs.com)

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; ***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) other regulations as applicable and circulars/ guidelines issued thereunder;

and 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 to the extent, in the manner and subject to reporting made hereunder: -

Sr. No	Compliance Requirement	Deviations	Observations/Remarks of the Practicing Company Secretary, if any
1	Confirmation from compliance officer	The company secretary and compliance officer had resigned and there was no company secretary as on the closing date.	<ul style="list-style-type: none"> <li>As per secretarial Audit Report erstwhile company secretary had resigned but the requisite form was not filed.</li> <li>The company has intimated this change in outcome of the Board Meeting, however, no separate reporting to this effect is seen on the Stock Exchange portal regarding Resignation of said Ms. Divya Sharma</li> <li>I have not been able to obtain required declaration under Regulation 6 (2)</li> </ul>
2	Policy for preservation of the documents, duly approved by its Board of Directors	The company does not have any such policy	<ul style="list-style-type: none"> <li>The company is advised to have policy for preservation of documents in place</li> </ul>
3	Compliance Certificate by CEO/CFO	compliance certificate is issued by Mr. Rakesh Bhatia, Chairman	<ul style="list-style-type: none"> <li>The compliance certificate is issued by chairman Mr. Rakesh Bhatia which ought to have been issued by CEO/CFO. However, as per applicable regulation, the compliance certificate can be signed by any one holding power of CFO/CEO irrespective of their designation</li> </ul>

4	Formulation of policy on materiality of related party transaction & on dealing with related party transactions and complaints, if any.	As reported, the company has formulated policy on materiality of related party transaction & on dealing with related party transactions. Further, it is seen to have been placed on the website but link is not working.	<ul style="list-style-type: none"> <li>Link provided on official web site of the company is not opening. This may kindly be correlated with the link <a href="http://bgilfilms.com/investors/">http://bgilfilms.com/investors/</a></li> <li>I have limited means to comment if Policies formulated by the listed entity on Related Party Transactions include clear threshold limits duly approved by the Board of Directors</li> </ul>
6	Policy for determination of materiality	As reported, the company has formulated the policy on determination of. Further, it is seen to have been placed on the website but link is not working.	<ul style="list-style-type: none"> <li>Link provided on official web site of the company is not opening. This may kindly be correlated with the link <a href="http://bgilfilms.com/investors/">http://bgilfilms.com/investors/</a></li> </ul>
7	Archival policy	No such policy is seen	<ul style="list-style-type: none"> <li>No such policy is seen on official website of the company, This may kindly be correlated with the link <a href="http://bgilfilms.com/investors/">http://bgilfilms.com/investors/</a></li> </ul>
8	Dematerialization of promoter and promoter group shareholding	Entire holding of promoter and promoter group is not in demat form	<ul style="list-style-type: none"> <li>Dematerialization of promoter and promoter group shareholding is advisable</li> </ul>
9	Disclosure of prescribed information to the shareholders in case of appointment of Directors	All disclosures are in place except shareholding	<p>Following disclosure is advisable: -</p> <ul style="list-style-type: none"> <li>a brief resume of the director;</li> <li>nature of his expertise in specific functional areas;</li> <li>disclosure of relationships between directors inter-se;</li> </ul>



			<ul style="list-style-type: none"> <li>names of listed entities in which the person also holds the directorship and the membership of Committees of the Board; and</li> <li>shareholding of nonexecutive directors.</li> </ul>
10	Functional website	Though the company has got a functional website in place, however, certain links of it is not working.	Improvement of the website is required so as to enable all the links placed thereat.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action Taken By	Details of Action Taken e.g. Fines, Warning Letter, Debarment, Etc.	Observations/Remarks of the Practicing Company Secretary, if any
1	NA	NA	NA
2	NA	NA	NA
3	NA	NA	NA

- d) The listed entity has taken the following actions to comply with the observations made in previous reports: *There is no previous Reports Available*

Sr. No	Observations of the Practicing Company Secretary in the previous Report	Observation made in the Secretarial Compliance Report for the year 2018	Action Taken by the Listed Entity, if any	Comments of the Practicing Company Secretary on the Action Taken by the Listed Entity
1	NA	NA	NA	NA
2	NA	NA	NA	NA
3	NA	NA	NA	NA



For AKP & Associates  
Company Secretaries

*Ashutosh*

Ashutosh Kumar Pandey  
FCS-6847: CP-7385  
Proprietor  
Place: Noida  
Date: 16.05.2019



*AKP & Associates, Company Secretaries*  
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