



**BGIL**

Films & Technologies Ltd.

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**By E-Filing**

**Ref: BGFT/BSE/11/2016**

**Dated: 16<sup>th</sup> November, 2016**

To,  
The General Manager,  
Department of Corporate Services-Listing  
**Bombay Stock Exchange Limited,**  
25<sup>th</sup> Floor P.J. Towers, Dalal Street,  
**Mumbai - 400001.**

**Sub: - Proceedings of 27<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> November' 2016**  
**(Scrip code-511664)**

**Dear Sir,**

Please find proceedings of 27<sup>th</sup> Annual General Meeting as required under regulation 30, Part A of schedule III of SEBI (Listing Obligation & Disclosure Requirement Regulations).

This is for your information & record

Thanking You.

**For BGIL Films & Technologies Limited.**

(Divya Sharma)

Company Secretary

**BGIL FILMS & TECHNOLOGIES LIMITED**  
Regd. Office: B-13, LGF, Amar Colony, Lajpat Nagar IV, New Delhi-110024.  
CIN: L65993DL1989PLC035572

Dated: 16/11/2016

**Proceedings of the 27<sup>th</sup> Annual General Meeting of the Shareholders of BGIL Films & Technologies Limited held on Tuesday, November 15<sup>th</sup> 2016 at 09:30 A.M. at the A-81, Bipin Chandra Pal Memorial Trust, CR Park, New Delhi-110019.**

**PRESENT:**

**Directors:**

S. no.	Name of Director	Designation
1.	Mr. Rakesh Bhhatia	: Chairman
2.	Mr. Ashok Kumar Juneja	: Independent Director
3.	Mr. Rajiv Kumar Singh	: Independent Director
4.	Mr. Nirmal Vaid	: Whole Time Director
5.	Mr. Umesh Kumar Singh	: Director

**Company Secretary:**

(1) Ms. Divya Sharma : Company Secretary

**Secretarial Auditor:**

(1) Ms. Ritika Shaw, R Shaw & Associates, Practicing Company Secretaries, Secretarial Auditor.

**Members Attendance:**

In aggregate, 72 (Seventy Two) Members were present in person and 2 (Two) persons were present holding valid proxies.

**Chairman of the Meeting:**

Mr. Rakesh Bhhatia, Chairman of the Company welcomed the members and others present to the Annual General Meeting and the Company Secretary of the Company introduced the Board members.

**Quorum:**

As sufficient quorum was present, the Chairman called the Meeting to order. He then welcomed the members present to the 27<sup>th</sup> Annual General meeting of the Company and began with the formal proceedings of the Meeting.

Following Statutory Registers and documents were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting:-

- (i) Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013;
- (ii) Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013;
- (iii) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon;
- (iv) Register of Proxies.
- (v) Secretarial Audit Report

The meeting commenced at 09:30 am. The Chairman welcomed the members to the 27<sup>th</sup> Annual General Meeting of the Company. The Chairman introduced the Board of Directors to the members. He informed that Ms. Aarti Jain, Independent Director and Mr. Harjeet Singh Anand, Independent Director could not attend the Annual General Meeting as they were unwell.

**Notice convening the Meeting, Audited Accounts and Directors report thereon:**

The Notice convening the meeting, with the consent of members present, taken as read.

**Chairman's Speech:**

The Chairman then made a speech on the economy in general and the working of the Company.

The Chairman informed the members that the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, along with reports of the Board of Directors and Auditors thereon were sent to all the members through electronic mode or hardcopy, as per the mandate.

**E- Voting Facilities:**

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, Rules framed there under and the Listing Agreement, the Company had extended the remote e-voting facility to the Members of the Company in respect of resolutions placed before the meeting. The remote e-voting facility commenced at 09.00 a.m. on 12<sup>th</sup> Nov 2016, and ended at 05.00 p.m. on 14<sup>th</sup> Nov 2016.

The Chairman further informed that the Board of Directors had engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility and had appointed Ms. Surbhi Bansal, partner of K.K. Singh & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the voting including the e-voting.

had appointed Ms. Surbhi Bansal, partner of K.K. Singh & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the voting including the e-voting.

The Chairman stated that the facility for voting through ballot paper is made available for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

The Chairman then took up the Agenda items as mentioned in the Notice.

As required under the Secretarial Standard on General Meetings, the Chairman, step by step explained the implications of the resolutions and informed that if any member needs to seek any further clarification and / or offer comments, may do it after the implications would be explained.

**As Ordinary Business:**

**Resolution No. 1:**

**Consideration and Adoption of the audited Financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors for the financial year ended March 31, 2016:**

The Chairman informed the members that there was a growth both in revenue and income. The Chairman then requested Ms. Divya Sharma, Company Secretary to read the Auditors' Report.

The Chairman explained the members that the Auditors' Report does not contain any qualifications, observations or comments or other remarks on the financial transactions or matters, which have any adverse effect on the functioning of the Company.

The following resolution was considered:

**“RESOLVED THAT** the following financial statements be and are hereby received, considered and adopted:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and

The Chairman directed that voting on this item as well as on all the other items shall be conducted at the end of the Meeting.

**Resolution No. 2:**

**Ratification of Appointment of M/s SNMG & Co., Chartered Accountants, retiring auditors, to hold Office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration:**

The Chairman informed that retiring Auditors may be re-appointed by the Shareholders and following resolution was considered:

**“RESOLVED** that M/s. SNMG & Co., Chartered Accountants, the retiring auditors, be and are hereby appointed to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on remuneration to be decided by the Board of Directors.”

**As Special Business:**

**Resolution No. 3:**

**Appointment of Ms. Aarti Jain as an Independent Director of the Company for the period of 3 years :**

The Chairman of the meeting read the following resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Aarti Jain, who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 20<sup>th</sup> October 2016 and whose term of office expires in this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 Years upto 20<sup>th</sup> October, 2019

**Resolution No. 4:**

**Appointment of Mr. Umesh Kumar Singh as a Whole Time Director:**

The Chairman of the meeting read the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and subject to the other approval, if required, consent of the members of the Company be and is hereby accorded to the appointment of Mr. Umesh Kumar Singh, as Whole-time Director of the Company with effect from 20<sup>th</sup> October 2016 to 20<sup>th</sup> October 2019 on such terms and conditions and remuneration as may be determined by the Board.

RESOLVED FURTHER THAT the remuneration payable to Mr. Umesh Kumar Singh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to

delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

**Resolution No. 5:**

**To Purchase running digital post production studio under same management**

The Chairman of the meeting read the following resolution:

“RESOLVED THAT pursuant to provisions of all applicable laws under Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to purchase the running digital post production studio under same management.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.

All the above Ordinary & Special Resolutions were approved and duly passed with requisite majority and are recorded as part of the proceeding of this Annual General Meeting of the members.

Date: 16<sup>th</sup> Nov. 2016

Place: Noida

Divya Sharma  
Company Secretary  
M.No:- A34641