



**BGIL**

Films & Technologies Ltd.

By E-Filing

Ref: BGFT/BSE/11/2016

Dated: 17<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: - Disclosure of Voting Results of 27<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> November' 2016 as per requirement under regulation 44(3) of SEBI(Listing Agreement & Disclosure Requirements) Regulations 2015.**  
**(Scrip code-511664)**

Dear Sir,

1. All the items of business contained in notice of AGM were transacted and approved by requisite majority.
2. Scrutinizer Report on the combined voting results is also attached herewith

This is for your information & record

Thanking You.

For **BGIL Films & Technologies Limited.**



(Divya Sharma)

Company Secretary

Date: 17<sup>th</sup> November, 2016

**VOTING RESULTS OF 27<sup>th</sup> AGM OF BGIL FILMS & TECHNOLOGIES LIMITED**

<b>Date of AGM</b>	15 <sup>th</sup> November, 2016
<b>Total Number of Shareholders on Record date</b>	6849
<b>No. of shareholders present in the Meeting either in person or through proxy:</b> Promoters and Promoters Group: Public:	77 5 72
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	N.A

**Item 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:

<b>Resolution required: (Ordinary/Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				NO				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)={{(2)/(1)}*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-voting	47389 51	43866 22	100	43866 22	0	100	Nil
	Poll	47389 51	0	0	0	0	Nil	Nil

	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-voting	0	0	0	0	0	Nil	Nil
	Poll	0	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Non Institutions	E-voting	6588679	754557	100	754557	0	100	Nil
	Poll	6588679	1271	100	1271	0	100	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>11327630</b>	<b>5142450</b>	<b>100</b>	<b>5142450</b>	<b>0</b>	<b>100</b>	<b>Nil</b>

**Item No. 2**

Ratification of Appointment of Auditors M/s SNMG & Co., Chartered Accounts (Firm Registration No. 004921N), New Delhi, from this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company."

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)={ (2)/ (1)}*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-voting	4738951	4386622	100	4386622	0	100	Nil
	Poll	4738951	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA



	applicable)							
Public Institutions	E-voting	0	0	0	0	0	Nil	Nil
	Poll	0	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Non Institutions	E-voting	6588679	754557	100	754557	0	100	Nil
	Poll	6588679	1271	100	1271	0	100	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		11327630	5142450	100	5142450	0	100	Nil

Item No. 3

Appointment of Ms. Aarti Jain (DIN 06736354) as an Independent Director

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)={ (2)/ (1)}*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-voting	4738951	4386622	100	4386622	0	100	Nil
	Poll	4738951	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-voting	0	0	0	0	0	Nil	Nil
	Poll	0	0	0	0	0	Nil	Nil

	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Non Institutions	E-voting	65886 79	75455 7	100	75455 7	0	100	Nil
	Poll	65886 79	1271	100	1271	0	100	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		11327 630	51424 50	100	51424 50	0	100	Nil

Item No. 4

Appointment of Mr. Umesh Kumar Singh (DIN 02170692) as Whole Time Director

Resolution required: (Ordinary/Special)					Ordinary			
Whether promoter/promoter group are interested in the agenda/resolution?					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)={{(2)/(1)}*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-voting	47389 51	43866 22	100	43866 22	0	100	Nil
	Poll	47389 51	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-voting	0	0	0	0	0	Nil	Nil
	Poll	0	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA



Public Non Institutions	E-voting	65886 79	75455 7	100	75455 7	0	100	Nil
	Poll	65886 79	1271	100	1271	0	100	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Total		11327 630	51424 50	100	51424 50	0	100	Nil

Item No. 5

To Purchase running digital post production studio under same management

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)={ (2) / (1) } * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-voting	47389 51	43866 22	100	43866 22	0	100	Nil
	Poll	47389 51	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Institutions	E-voting	0	0	0	0	0	Nil	Nil
	Poll	0	0	0	0	0	Nil	Nil
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
Public Non Institutions	E-voting	65886 79	75455 7	100	75455 7	0	100	Nil
	Poll	65886 79	1271	100	1271	0	100	Nil

	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>		<b>11327 630</b>	<b>51424 50</b>	<b>100</b>	<b>51424 50</b>	<b>0</b>	<b>100</b>	<b>Nil</b>

For BGIL Films & Technologies Limited



**Divya Sharma**  
Company Secretary





**CONSOLIDATED SCRUTINIZER'S REPORT**

**(E-VOTING & POLLING PROCESS)**

[Pursuant to section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies, (Management and Administration) Rules, 2014 as amended]

To,  
**The Chairman**  
**Annual General Meeting of the Equity Shareholders of**  
**M/s. BGIL Films & Technologies Limited.**

**Date: 16.11.2016**

**In the matter of AGM held on Tuesday, 15<sup>th</sup> November, 2016 at 09:30 A.M. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi – 110019.**

**Dear Sir,**

I, Surbhi Bansal, Associate of K. K. Singh & Associates, Company Secretaries, Gurgaon having head office at Plot No. 384P, Sector-40, Gurgaon (HR.)-122003, have been appointed by the Board of Directors of **M/s. BGIL Films & Technologies Limited** ("The Company") as the Scrutinizer for the purpose of scrutinizing the e-voting & Polling process in a fair and transparent manner and ascertaining the requisite majority on e-voting & Poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended time to time in respect of the resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 15<sup>th</sup> November, 2016 at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi – 110019 at 09:30 A.M.

1. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means and poll process as on resolutions contained in the Notice of the 27<sup>th</sup> Annual General Meeting of the members of the Company. As the Scrutinizer for the e-voting & Poll process, my role and responsibilities are limited to make a Consolidated Scrutinizer's Report of the votes cast in respect of the resolutions contained in the Notice of 27<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. At the AGM, though the requisite number of members was present to constitute the quorum. Therefore, the scrutinizer considered the valid votes casted through Poll Process and e-voting and declared the result after scrutiny.

2. Further to above, I submit my Report as under:

- (i) The e-voting period was kept open from Saturday, 12th November, 2016 at 9:00 A.M. till Monday, 14th November, 2016 at 5:00 P.M.







**K. K. SINGH & ASSOCIATES**  
**COMPANY SECRETARIES**

- (ii) The members holding shares as on the record date/cutoff date i.e. 8<sup>th</sup> November, 2016 were entitled to vote on the proposed resolutions i.e. item no. 1 to 5 as set out in the Notice of the 27<sup>th</sup> AGM of the Company.
- (iii) Accordingly, the electronic votes casted were taken into account and at the end of this e-voting period on 14<sup>th</sup> November, 2016 at 5:00 P. M. the NSDL portal was blocked for voting.
- (iv) The Votes casts through Poll at AGM and thereafter votes casts through remote e-Voting were unblocked in the presence of two witnesses i.e. Ms. Sangeeta Mahlyan and Mr. Chetan Chadha, who are not in the employment of the Company.
- (v) The details of shareholders who opted for the remote e-Voting and the details of Shareholders who opted for voting through polling paper at AGM are summarized hereunder in tabular form. The vote counting has been done based on each share having each vote while counting the vote casted on resolution. The scrutinizer has scrutinized, evaluated and considered the valid votes casted through Poll Process and remote e-voting and declared those votes as invalid which were not filled properly or in incorrect form.
- (vi) Thereafter the details containing, inter alia, list of Equity Shareholders, who voted “for” and/or “against” each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://evoting.nSDL.com>.
- (vii) The total no. of members who casted their votes through remote e-Voting are 36 (Thirty Six) and the total no. of members who casted their votes at the AGM through polling paper are 41 (forty one) aggregating to 77 (Seventy Seven).

**Based on the reports generated and prepared, the results of the e-voting and Polling process are as under:**

**a) Resolution No.1**

**Adoption of the Audited Financial Statement of the company for the Financial Year ended March 31, 2016 the Reports of Auditors and Directors thereon.**

Particulars (Mode of Voting)	Votes in Favor of Resolutions (as per No. of shares)		Votes against the Resolution (as per No. of shares)		Invalid Votes (In Nos.)
	Nos. of Votes	% of total no. of valid vote casted	Nos. of votes	% of total no. of valid vote casted	
Remote e- Voting	51,41,179	100	Nil	Nil	Nil
Polling at AGM	1,271	98.45	Nil	Nil	20
<b>Total</b>	<b>51,42,450</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20</b>





b) Resolution No.2

To ratify the appointment of Auditors of M/s. SNMG & Co., Chartered Accountants, and to authorize the Board of Directors of the Company to fix their remuneration.

Particulars (Mode of Voting)	Votes in Favor of Resolutions (as per No. of shares)		Votes against the Resolution (as per No. of shares)		Invalid Votes (In Nos.)
	Nos. of Votes	% of total no. of valid vote casted	Nos. of votes	% of total no. of valid vote casted	
Remote e-Voting	51,41,179	100	Nil	Nil	Nil
Polling at AGM	1,271	98.45	Nil	Nil	20
<b>Total</b>	<b>51,42,450</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20</b>

c) Resolution No.3.

Appointment of Ms. Aarti Jain (DIN: 06736354 ), as an Independent Director.

Particulars (Mode of Voting)	Votes in Favor of Resolutions (as per No. of shares)		Votes against the Resolution (as per No. of shares)		Invalid Votes (In Nos.)
	Nos. of Votes	% of total no. of valid vote casted	Nos. of votes	% of total no. of valid vote casted	
Remote e-Voting	51,41,179	100	Nil	Nil	Nil
Polling at AGM	1,271	98.45	Nil	Nil	20
<b>Total</b>	<b>51,42,450</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20</b>

d) Resolution No.4

Appointment of Mr. Umesh Kumar Singh (DIN: 02170692) as Whole Time Director.

Particulars (Mode of Voting)	Votes in Favor of Resolutions (as per No. of shares)		Votes against the Resolution (as per No. of shares)		Invalid Votes (In Nos.)
	Nos. of Votes	% of total no. of valid vote casted	Nos. of votes	% of total no. of valid vote casted	
Remote e-Voting	51,41,179	100	Nil	Nil	Nil
Polling at AGM	1,271	98.45	Nil	Nil	20
<b>Total</b>	<b>51,42,450</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20</b>







**K. K. SINGH & ASSOCIATES**  
**COMPANY SECRETARIES**

e) Resolution No.5

To purchase running digital post production studio under same management.

Particulars (Mode of Voting)	Votes in Favor of Resolutions (as per No. of shares)		Votes against the Resolution (as per No. of shares)		Invalid Votes (In Nos.)
	Nos. of Votes	% of total no. of valid vote casted	Nos. of votes	% of total no. of valid vote casted	
Remote e- Voting	51,41,179	100	Nil	Nil	Nil
Polling at AGM	1,271	98.45	Nil	Nil	20
<b>Total</b>	51,42,450	-	-	-	20

Note: The poll papers which were incomplete and/or which were found defective have been treated as invalid and kept separately.

As per the rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended time to time, the register has been maintained electronically containing the details of assent and dissent voting by the members with complete details of them.

The electronic data and all other relevant records relating to electronic voting and Poll shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and thereafter the same be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

For K. K. Singh & Associates

CS Surjit Bains  
Associate  
C.P. No.: 15808, M. No. A28492

