



**BGIL**

**Films & Technologies Ltd.**

**Uploaded on BSE Listing Centre**

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

**Date: 02<sup>nd</sup> September, 2017**

**Sub: Furnishing Notice of 28<sup>th</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 28<sup>th</sup> Annual General Meeting of the Shareholders has been fixed on Wednesday, 27<sup>th</sup> September, 2017 at 04:30 P.M. at A-81, Bipin Chandra Pal Memorial Trust, Nehru Place, New Delhi-

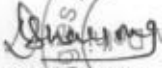
In this regard, please find attached Notice of 28<sup>th</sup> Annual General Meeting of the Company, which has been sent to shareholders of the Company.

Further, the 28<sup>th</sup> Annual General Meeting Notice, Annual Report, Proxy Form, Attendance Slip and Instruction for E-voting 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**

  
**Divya Sharma  
Company Secretary**

**Encl:-Notice**

**Regional Office** : B-504, Morya House, New Link Road, Behind Crystal Plaza, Andheri (W), Mumbai - 400 053 Ph.: +91-22-65029900, 65042045

**Corporate Office** : B-66, Sector-60, Noida - 201301, (U.P.), India Ph.: +91-120- 4227792 Fax: +91-120-4227791

**Regd Office** : B-13, LGF, Amar Colony Lajpat Nagar-IV, New Delhi - 110024, Ph.: +91-11-40765562, Fax: +91-11-41377519

E-mail : [bgilfilms@bgilinfo.com](mailto:bgilfilms@bgilinfo.com), website:- [www.bgilfilms.com](http://www.bgilfilms.com). CIN No.:- L65993DL1989PLC035572

# BGIL FILMS & TECHNOLOGIES LIMITED

Regd. OFF:- 1301, VIJAYA BUILDING, 17 BARAKHAMBA 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 **28<sup>th</sup> Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held as under:

**DAY** : **Wednesday**  
**DATE** : **27<sup>th</sup> September, 2017**  
**TIME** : **04:30 P.M.**  
**VENUE** : **A-81, Bipin Chandra Pal Memorial Trust,  
C.R. Park, New Delhi-110019**

to transact the following business:

### 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, 2017, including the Audited Balance Sheet as at March 31, 2017, 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- Re-appointment of Directors

- a) To appoint a Director in place of **Mr. Rakesh Bhatia (DIN: 00046983)** who retires by rotation and, being eligible, offers himself for re-appointment.
- b) To appoint a Director in place of **Mr. Umesh Kumar Singh (DIN: 02170692)** who retires by rotation and being eligible offers himself for re-appointment.

#### Item No.3- Ratification of Appointment of Auditors

To ratify appointment of the Auditors and to authorise the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of M/s SNMG & Company, Chartered Accounts, Firm Registration No. 004921N, be and is hereby ratified as the Auditors of the Company 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.”

## **Special Business**

### **Item No. 4**

#### **Appointment of Mr. Ashok Kumar Juneja (DIN: 01289206) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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, Mr. Ashok Kumar Juneja (DIN: **01289206**), who was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 29<sup>th</sup> August 2014 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 up to 29<sup>th</sup> August, 2020.

### **Item No. 5**

#### **Appointment of Mr. Rajiv Kumar (DIN: 03600817) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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, Mr. Rajiv Kumar (DIN: **03600817**), who was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 29<sup>th</sup> August 2014 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 up to 29<sup>th</sup> August, 2020.

### **Item No. 6**

#### **Appointment of Mr. Harjit Singh Anand (DIN: 03168663) as an Independent Director**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary 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, Mr. Harjit Singh Anand (DIN: **03168663**), who was appointed as an Independent Director of the Company by the Board of Directors at its meeting held on 29<sup>th</sup> August 2014 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 up to 29<sup>th</sup> August, 2020

#### **Item No. 7**

#### **Appointment of Mrs. Jaya Misra (DIN: 03224759) as a Non Executive Director**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 160 of Companies Act and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Jaya Misra, who was appointed as additional director in the board meeting held on 04<sup>th</sup> may 2017 as Non Executive Director of the Company with effect from 01<sup>st</sup> Sep 2017 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 on such terms and conditions and fees as may be determined by the Board.

**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.

Place: New Delhi  
Date: **31<sup>st</sup> August, 2017**

By order of the Board of Directors  
For **BGIL Films & Technologies Limited**

Sd/-  
**Divya Sharma**  
Company Secretary

## Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. Pursuant to provision of section 105 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
4. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested To send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we requested you to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.
7. The Registers of Members of the Company will remain closed on 21<sup>st</sup> September 2017 to 27<sup>th</sup> September, 2017 both days inclusive.
8. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and singed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- 11.** Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 12.** Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 09.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.
- 13.** Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Mass Services Limited.
- 14.** 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.
- 15.** 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 can submit their PAN details to the Company / Registrars and Transfer Agents, Mass Services Limited.
- 16.** Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020
- 17.** The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
- 18.** No gifts will be distributed at the annual general meeting.
- 19.** Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.
- 20.** Members are requested to furnish their Change of address, e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020
- 21.** Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
- 22.** Members may also note that the Notice of the 28<sup>th</sup> Annual General Meeting and the Annual Report 2016 will be available on the Company's website, [www.bgilfilms.com](http://www.bgilfilms.com).
- 23.** Company to be disclosing to the Stock Exchanges, as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the details of results of voting on each of the resolutions proposed in this Notice.
- 24.** The Company has appointed **Ms. Rinku Jha**, Company Secretary M.No. 44215 and COP No. 18690, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

25. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the Stock Exchanges.
26. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Directors retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

<b>Name of the Director</b>	<b>Mr. Rakesh Bhatia</b>	<b>Umesh Kumar Singh</b>
Date of Birth (dd/mm/yyyy)	11/05/1961	15/12/1968
Age (in years)	56	49
Date of Appointment	29 <sup>th</sup> August 2014	10 <sup>th</sup> August 2016
Qualification	M.COM & Company Secretary	P.G.
Relationship between Director, Manager and Key Managerial Personnel	Nil	Nil
Board Position held	Chairman	WTD
Terms and Conditions of re-appointment	Liable to retire by rotation	Liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	He has more than 30 years experience in Corporate Finance, Information Technologies and Investment Banking and activities..	He has more than 25 years experience in corporate relations and financial activities.
Number of Meetings of the Board attended during the year	Five	Four
Other Directorship	<b>Merit Exports Private Limited</b> <b>Bharatiya Global Infomedia Limited</b>	<b>Shreharsh Enterprises Private Limited</b>
Chairperson/member	<b>Bharatiya Global Infomedia Limited</b>	Nil

**1. PROCEDURE FOR E-VOTING**

The Company has entered a agreement with National Depository Services Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN note in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” of BGIL Films & Technologies Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders 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 of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail [rj@kksinghassociates.com](mailto:rj@kksinghassociates.com) with copy mark to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **General Instruction**

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
2. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. 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 i.e., 20<sup>th</sup> September 2017.
5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date.
8. **Ms. Rinku Jha**, Company Secretary M.No. 44215 and COP No. 18690 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.



9. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON "GENERAL MEETINGS"**

**Item 4, 5 & 6**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Regulations, 2015.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company.

The Board Governance, Nomination and Compensation Committee and the Board of Directors have recommended appointment of Mr. Ashok Kumar Juneja (DIN: **01289206**), Mr. Rajiv Kumar (DIN: **03600817**) and **Mr. Harjit Singh Anand (DIN: 03168663)** Independent Directors of the Company for another term with effect from August 31<sup>st</sup> 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, The Company has received a Notice from Members of company in writing along with requisite deposit under Section 160 of the Act, proposing their candidature for the office of Independent Directors.

Mr. Ashok Kumar Juneja, Mr. Rajiv Kumar and Mrs. Harjit Singh Anand have also given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. Mr. Ashok Kumar Juneja and Mr. Rajiv Kumar are Practicing Professional in the area of Law and Accounts. They have been in the practice of Corporate and Commercial Mergers & Acquisitions, Private Equity Project Finance, etc. Mr. Juneja and Mr. Kumar have rich experience in all aspects of Mergers & Acquisitions - due diligence. Mr. Harjit Singh Anand.

The Board recommends the resolutions in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

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 Directors</b>	<b>Mr. Ashok Juneja</b>	<b>Mr. Harjit Singh Anand</b>	<b>Mr. Rajeev Kumar</b>	<b>Mrs. Jaya Misra</b>
Date of Birth (dd/mm/yyyy)	14/02/1955	23/03/1965	15/01/1975	26/06/1962
Age (in years)	65	52	42	55
Date of	29 <sup>th</sup> August 2014	29 <sup>th</sup> August 2014	29 <sup>th</sup> August 2014	04 <sup>th</sup> May 2017

Appointment				
Qualification	C.S. & L.L.B.	PHD.	C.A.	P.G. Diploma in Productivity and Management
Relationship between Directors, Manager and Key Managerial Personnel	None	None	None	None
Board Position held	Independent	Independent	Independent	Executive
Terms and conditions of Appointment	As per resolution given in Notice	As per resolution given in Notice	As per resolution given in Notice	As per Resolution given in Notice
Nature of his/her expertise of specific function areas along with experience(in years)	He is C.S., CMA, LLB, Diploma in Business Finance and M.C.O.M. He is having experience more than of 34 years. He has also undergone for a examination of Investment Professional from European Private Equity and Venture Capital Association.	He is Chairman of MRCC Human Rights Deptt. And Member of Indian Merchant Chamber of Commerce & Industry. Also have a vast experience in various field including Entertainment Industry.	He has more than 10 years experience in finance, Taxation, Audit & Corporate Laws.	She has more than 29 years of working experience out of which 11 years of experience in the field of marketing, human resources, training and consulting. During her professional occurrence, she worked with companies like NIS Sparta Ltd. and also associated Hewitt Associates, a north American HR Consulting Firm. Besides being a Corporate trainer she has been a visiting faculty at some of the Management Institute for teaching Organization Dynamics and Life Skills.
Number of Meetings of the Board attended during the year	Three	Three	Four	One
Other Directorship/Partnership	Integra Telecommunication And Software Limited Wadhwa Financial Services Private Limited	BGIL Films & Technologies Limited Asprior Ventures Private Limited	Nu Tek India Limited Grano Agro Private Limited Rajiv Developers Private Limited	Nil

	Mantrah Management Advisors Private Limited Mantrah ARC Limited Mantrah Finserv Limited Mantrah Law House Limited Liability Partnership		Anamika Dwelling Private Limited Sofinto Software Private Limited Gomo Agro Private Limited Ra Tax Consultants Private Limited  Somito Software Private Limited Sorlet Software Private Limited Uday Charitable Foundation Feeo Advisory Private Limited Nefal Advisory Private Limited Stafn Agro Private Limited Macod Private Limited Joles Trado Private Limited	
Chairperson/member of Committee of the Board of Companies in which he/her is Director	2	3	2	1
Shareholding of Director as on 31 <sup>st</sup> March, 2017	5000	Nil	4000	Nil

#### Item No. 7

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Board Governance, Nomination and Compensation Committee the Board of Directors of the Company vide resolution passed on 04<sup>th</sup> May, 2017 approved re- appointment of Mrs. Jaya Misra as Director on the Board of the Company with effect from 01<sup>st</sup> September 2017 .

## BGIL Films & Technologies Limited

Registered Office: 1301, 13<sup>th</sup> Floor, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi - 110001  
CIN: L65993DL1989PLC035572  
www.bgilfilms.com | Tel : +91-120-4227792, +91-120-4227795

### Form MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :  
Registered address :  
E-mail Id:  
Folio No/ Client Id :  
DP ID :

I/We, being the member (s) holding \_\_\_\_\_ Shares of the above named company, hereby appoint:

(1) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

(2) Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 28<sup>th</sup> Annual general meeting of the company, to be held on the 27<sup>th</sup> September 2017 at 04:30 p.m. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2017		
2.	Re-appointment of Directors		
3.	Appointment of M/s. SNMG & Co., Chartered Accountants as Statutory Auditors and fix their remuneration.		
<b>Special Business</b>			
4.	Appointment of Mr. Ashok Kumar Juneja (DIN: <b>01289206</b> ) as independent Director on the Board for the term up to three years.		
5.	Appointment of Mr. Rajiv Kumar (DIN: <b>03600817</b> ) as independent Director on the Board for the term up to three years.		
6.	Appointment of Mr. Harjit Singh Anand (DIN: <b>03168663</b> ) as independent Director on the Board for the term up to three years.		
7.	Appointment of Mrs. Jaya Misra (DIN: <b>03224759</b> ) as Non Executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix revenue  
stamp

#### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY
3. A Person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.,
4. For the Resolutions, Notes and Explanatory Statement, please refer to the notice of the 28<sup>th</sup> Annual General Meeting.
5. \*\* It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.

## **BGIL Films & Technologies Limited**

Registered Office: 1301, 13<sup>th</sup> Floor, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi - 110001

CIN: L65993DL1989PLC035572

www.bgilfilms.com | Tel : +91-120-4227792, +91-120-4227795

### **ATTENDANCE SLIP**

Name of the Shareholder (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I hereby record my presence at 28th Annual General Meeting of the Company held on Wednesday, 27th September 2017, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

**SIGNATURE OF THE SHAREHOLDER/PROXY**