



BGIL
Films & Technologies Ltd.

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Ref: BGFT/BSE/12/2018

Dated: 10th December 2018

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

Sub: - Proceedings of 29th Annual General Meeting held on 10th December 2018
(Scrip code-511664)

Dear Sir,

Please find proceedings of 29th Annual General Meeting as required under regulation 30, Part A of schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

This is for your information & record

Thanking You.

For BGIL Films & Technologies Limited.

Rakesh Bhatia

Chairman

BGIL FILMS & TECHNOLOGIES LIMITED
Regd. Office: 1301, 13th Floor, Vijaya Building, 17 Barakhamba Road.
CIN: L65993DL1989PLC035572

Minutes of the 29th Annual General Meeting of Shareholders of BGIL Films & Technologies Limited held on Monday 10th December 2018 at 11:15 a.m. at A-81, Bipin Chandra Pal Memorial Trust, CR Park, New Delhi – 110019.

Present:

Directors:

1. Mr. Rakesh Bhatia
2. Mr. Umesh Kumar Singh
3. Mr. Chhaya Walia
4. Mr. Bibhas Mukharjee

Company Secretary:

5. Jamuna Prasad Sharma

Secretarial Auditor:

6. M/s D Arora & Company, Practicing Company Secretary, Secretarial Auditors

Statutory Auditor

7. Mr. Neeraj Gupta (SNMG & Co.)

Members Attendance

In aggregate, 75 Members were present in person.

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, 2017, the reports of the Board of Directors and Auditors thereon;
- (iv) Register of Proxies.
- (v) Secretarial Audit Report



Chairman

Mr. Rakesh Bhatia, Chairman of the Company welcomed the members to the 29th Annual General Meeting of the Company. The Chairman introduced the Board of Directors to the members.

Quorum

As sufficient quorum was present, the Chairman called the Meeting to order.

Leave of Absence

He informed that Harjeet Anand, Director could not attend the Annual General Meeting as they were unwell.

Chairman's Speech

A speech was given by Chairman on the economy in general and the working of the Company. The Notice convening the meeting, with the consent of members present, taken as read. The Chairman informed the members that the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, 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

He 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 07th December 2018, and ended at 05.00 p.m. on 09th December 2018. Ms. Ashutosh Pandey, Proprietor of AKP & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for the purpose of scrutinizing the voting including the e-voting.

Physical Ballot

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.

Conduct of Physical Ballot

As advised by the chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty ballot box to the members, locking and sealing the empty box in presence of the members and proxy holders.

After ensuring that all members had casted their votes, the scrutinizer closed the voting at around 11:20 a.m. the scrutinizer, Mr. Ashutosh Pandey took the custody of ballot box.



Results of E-Voting

The Chairman informed the members that result of E-voting & Polling will be declared by company to stock exchanges within 48 hours from the conclusion of meeting. Thereafter, chairman read the following items as set out in the Notice on which voting was to be done.

On the Basis of Scrutinizer Report for the Electronic Voting and Scrutinizer Report for Physical Ballot held at the Annual General Meeting dated 10th December 2018. The following resolutions were passed:

Item No. i Notice	Ordinary/Special Resolution	Votes Cast in Favour of Resolutio	Votes Caste Against of Resolution	Status
1	Ordinary	100%	0	Passed as an Ordinary Resolution
2	Ordinary	100%	0	Passed as an Ordinary Resolution
3	Ordinary	100%	0	Passed as an Ordinary Resolution
4.	Special	100%	0	Passed as a Special Resolution
5	Special	100%	0	Passed as a Special Resolution
6	Special	100%	0	Passed as a Special Resolution
7	Special	100%	0	Passed as an Ordinary Resolution

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, 2018, including the Audited Balance Sheet as at March 31, 2018, 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.

Item No.3- Ratification of Appointment of Auditors

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 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.”

Item No. 4 Regularization of Ms. Chhaya Walia (DIN: 08147603) as an Independent Director

“**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, Mrs. Chhaya Walia (DIN: 08147603), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 13th June 2018 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 13th June, 2021.

Item No. 5 To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

“**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to:

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person;
- c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate,



in excess of the limit as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, up to an aggregate sum of Rs. 50 Crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

Item No. 6- To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. 50 Crores

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution.”

Item No. 7- To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in



force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company whosoever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favour of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. 50 Crores (Rupees Fifty Crores Only).

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

The Chairman thanked to all the members participated & Meeting Concluded with Vote of thanks at 01:00 p.m.

Date: 10th December 2018

Place: New Delhi

Rakesh Bhatia
Chairman

