



# BGIL Films & Technologies Limited



24<sup>th</sup> Annual Report 2012-13

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# Corporate Information

## Board of Directors

Mr. Rakesh Bhhatia	Chairman
Mr. Vimal Kumar Srivastava	Executive Director
Mrs. Jaya Misra	Executive Director
Mr. Ashok Kumar Juneja	Independent Director
Mr. Rajiv Kumar	Independent Director
Mr. Harjit Singh Anand	Independent Director
Ms. Renu Kamra	Company Secretary & Compliance officer

## Auditors

M/s Sunil K Chaudhary & Co.,  
Chartered Accountants.

## Bankers

Axis Bank Limited.  
ICICI Bank Limited.

## Registered Office

B-13, L.G.F. Amar Colony,  
Lajpat Nagar-IV, New Delhi-110024.

## Corporate Office

Website : [www.bgilfilms.com](http://www.bgilfilms.com)

B-66, Sector-60, Noida-201301.(U.P).

Tel: +91-0120-4227795, Fax: +91-0120-4227791.

## Regional Office

B-504, Morya House, New Link Road,  
Andheri (W), Mumbai-400053.

Tel.: 022-65029900, 022-65042045

## Registrar & Share Transfer Agent

M/s Mas Services Limited.,  
T-34, 2nd Floor, Okhla Industrial Area  
Phase-II, New Delhi-110020.

Tel.: 011-26387281/82/83, Fax No. 011-26387384

## Forward looking statement

This report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' or other words of similar meaning. All statements that address expectations of projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking. Forward-looking statements are based on certain assumptions and expectations of future events. The company cannot guarantee that these assumptions and expectations are accurate or will be realized.

The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, informative or events.

The Company has sourced the industry information from the publicly available resources and has not verified those information independently statements.

# NOTICE

**NOTICE** is hereby given that the **24th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held at 3.30 P.M. on Thursday, the 26th September 2013, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet as at March 31, 2013, Profit and Loss Account for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint **Mr. Rajiv Kumar**, director of the company who retires by rotation and being eligible for re-appointment.
3. To re-appoint **Mr. Vimal Kumar Srivastava**, director of the company who retires by rotation and being eligible for re-appointment.
4. To appoint Auditors in place of retiring Auditors and to fix their remuneration and in this regard, to consider and , if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT, M/s SNMG & Co., Chartered Accountant (Firm Registration No.004921N)**, be and are hereby appointed as Statutory Auditors of the Company in place of M/s Sunil K Chaudhary & Co., Chartered Accountants, (Firm Registration No.021281N) present auditors, who have expressed their inability for re-appointment as Auditors of the Company on their retirement at ensuing Annual General Meeting (AGM), on such remuneration as may be decided between the Board of Directors and M/s SNMG & Co., in addition to actual out-of-pocket expenses incurred by them in connection with the audit."

## SPECIAL BUSINESS:

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

**"RESOLVED THAT Mrs. Jaya Misra**, who was appointed as an Additional Director of the Company by the Board on 11th February, 2013 and who holds office as per Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company..

**FURTHER RESOLVED THAT** any of the Director or Company secretary of the company either individually and/or severally be and is hereby authorized to do all acts, deeds and things as may be deemed necessary to give effect to the forgoing resolution".

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

**"RESOLVED THAT Mr. Harjit Singh Anand**, who was appointed as an Additional Director of the Company by the Board on 12th August, 2013 and who holds office as per Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**FURTHER RESOLVED THAT** any of the Director or Company secretary of the company either individually and/or severally be and is hereby authorized to do all acts, deeds and things as may be deemed necessary to give effect to the forgoing resolution".

7. 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 **Sections 198, 269, 309, 310 and 311, Schedule XIII,** and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force and subject to the approval of the Shareholders and such other sanctions and approvals as may be necessary, consent of the Board of Directors ("Board) of the Company be and is hereby accorded to the appointment of **Mrs. Jaya Misra**, as Whole time Director of the Company for a period 3 (three) years, with effect from August 12, 2013 to August 11, 2016 on the Remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule XIII of the Companies Act, 1956, or any amendments thereto or any re-enactment thereof as per the following terms and conditions:

**Remuneration:**

Salary: Up to a maximum of ₹1,00,000 (One Lac) per month, initially started with ₹ 50,000 p.m (Fifty Thousand), or as may be decided with the consent of the Board of Directors of the Company from time to time.

**Perquisites and allowances as decided by board in writing:**

- a) HRA, Transport Allowances as per rules and policy of the Company from time to time.
- b) Contribution to provident fund, superannuation fund and payment of gratuity as per the rules of the Company.
- c) Reimbursement of Medical Expenses & LTC as per the rules of the Company.
- d) Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

**Other Terms :**

- (i) Subject to overall superintendence, direction and control of the Board of directors, Mrs. Jaya Misra shall look after the working of and shall manage the day to day affairs of the Company as may from time to time be entrusted to her by the Board of Directors of the Company.
- (ii) For the discharge of duties, Mrs. Jaya Misra shall report and derives her authorities and functional Responsibilities from the Board of Directors.
- (iii) She shall also be entitled to the other benefits as per policy/rules of the company, in force from time to time.
- (iv) Subject to limits as prescribed in Company's Policies, she shall be entitled to re-imburement of any expenses, including on entertainment and travelling, incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of section 198 of the Companies Act, 1956.

**RESOLVED FURTHER THAT** any of the Director of the Company or Company Secretary of the Company be and is hereby, authorised to file a return in the prescribed e-form or any documents etc. with the concerned Registrar of Companies, Delhi or any other concerned authorities, if any and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

8. To consider and, if thought fit. to pass with or without modification(s), the following resolution as a **Special Resolution.**

**RESOLVED THAT** pursuant to provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, new set of Articles of Association as placed before the Meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved and adopted as new Articles of Association of the company in the place and exclusion of the existing Articles of Association of the company.



**RESOLVED FURTHER THAT** the Board of Director of the company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.

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

Place: New Delhi  
Date: August 12, 2013

Sd/-  
**Renu Kamra**  
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. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
3. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
4. 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.
5. 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.
6. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.
7. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Mas Services Limited.
8. The Company's Register of Members and the Transfer Books will remain closed from September 25th, 2013 to September 26, 2013 (both days inclusive).
9. Re-appointment of Director at the ensuing Meeting, Shri Rajiv Kumar, Director of the Company retire by rotation and being eligible, offer himself for re-appointment. The details pertaining to Shri Rajiv Kumar required to be provided pursuant to the requirements of Clause 49 of the listing agreement are furnished in the statements on Corporate Governance forming part of this Annual Report.
10. The 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, Mas Services Limited.
11. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the special business to be transacted at the Meeting is annexed hereto.
12. 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, Mas Services limited, at T-34,2nd Floor, Okhla Industrial area, Phase-II, New Delhi-110020.
13. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
14. No gifts will be distributed at the annual general meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No.4

M/s Sunil K Chaudhary & Co., Chartered Accountants, (Firm Registration No.021281N) who are the present Statutory Auditor of the Company has expressed their inability to continue as the Statutory Auditors of the Company.

The appointment of new Statutory Auditor in place of M/s Sunil K Chaudhary & Co. the present Auditors requires the approval of the members pursuant to section 224 of the Companies Act, 1956.

The Board of Directors of the Company recommends for the approval by the Members, the resolution for appointment of **M/s SNMG & Co., Chartered Accountants (Firm Registration No.004921N)** as Statutory Auditors of the Company until the conclusion of the next Annual General Meeting.

None of the Directors are interested in any way concerned or interested in the resolution set at **Item No.4** of the Notice.

### Item No.5

**Mrs. Jaya Misra** was appointed as an Additional Director effective from 11th February, 2013. Notice pursuant to section 257 has been received from the member proposing the candidature of Mrs. Jaya Misra as Director of the Company. Hence the resolution under **Item No.5** is placed before the meeting for approval.

None of the Directors except Mrs. Jaya Misra is concerned or interested in the resolution set at Item No.5 of the Notice.

### Item No.6

**Mr. Harjit Singh Anand** was appointed as an Additional Director effective from 12th August, 2013. Notice pursuant to section 257 has been received from the member proposing the candidature of Mr. Harjit Singh Anand as Director of the Company, liable to retire by rotation. Hence the resolution under **Item No.6** is placed before the meeting for approval.

None of the Directors except Mr. Harjit Singh Anand is concerned or interested in the resolution set at Item No.6 of the Notice.

### Item No.7

**Mrs. Jaya Misra** was appointed as a Whole Time Director of the company by Resolution passed by the Board of Directors at their meeting held on 12th August, 2013, subject to the approval of the members in the ensuing Annual General Meeting for the period of (3) three Years from 12th August, 2013 to August, 2016.

The terms of appointment and remuneration payable to Mrs. JAYA MISRA as a Wholetime Director are as detailed in the resolution forming part of the accompanying notice.

Mrs. Jaya Misra satisfies the conditions set out in Part-I of Schedule XIII to the Act for being eligible for the appointment. She is not disqualified from being appointed as Director in terms of Sections 274(1)(g) of the Act.

Mrs. Jaya Misra is interested in the resolution as set out at Item No.7 of the Notice which pertains to her appointment and remuneration payable to her.

Save and except Mrs. Jaya Misra, none of the other Directors of the Company is, in any way, concerned or interested in the resolution.

The Board commends the resolution as set out at Item No. 7 of the accompanying Notice for your approval.

### **The Breif Profile of Mrs. Jaya Misra seeking appointment at the Annual General Meeting Pursuant to Clause 49 of the Listing Agreement.**

Mrs. **Jaya Misra**, aged 50 has done post-graduate diploma course from the Institute of Productivity and Management, Lucknow, India and has also done advanced training in Personnel Management from Carl Duisberg Gesellschaft, Germany. She has more than 25 Years of working experience, out of which 10 years of experience in

the field of marketing, human resources, training & 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 also a visiting faculty at some of the Management Institute for teaching Organisational Dynamics and Life Skills.

**Item No.8**

Your Directors considered that the existing Articles of Association of the Company do not cover latest amendments and it is proposed to amend the existing Articles of Association by adopting a new set of Articles of Association in the place of the existing Articles of Association of the Company.

In terms of section 31 of the Companies Act, 1956, the consent of the Members by way Special Resolution is required for adoption of new set of Articles of Association of the Company.

The Board recommends the resolution as set out in item no.8 for members' approval. None of the Directors is interested or concerned in this resolution.

By order of the Board of Directors

For **BGIL Films & Technologies Limited**

Place : New Delhi  
Date : August 12, 2013

Sd/-  
**Renu Kamra**  
Company Secretary



# DIRECTORS' REPORT

## To The Members,

Your Directors are pleased to present the **24th Annual Report** of your Company together with the Audited Statement of Accounts and the Auditors' Report thereon for the financial year ended, 31st March, 2013. The summarized financial results for the year ended 31st March, 2013 are as under:

## FINANCIAL RESULTS

(₹ In Lacs)

Particulars	Financial Year Ended March 31, 2013	Financial Year Ended March 31, 2012
<b>Gross Income</b>		
Information Technologies/services	1241.00	2146.76
Media	177.40	106.13
Other Income	6.71	5.76
Increase/ Decrease in Stock	12.11	4.06
<b>TOTAL INCOME</b>	<b>1437.22</b>	<b>2262.74</b>
<b>LESS: Expenditure</b>	<b>1327.72</b>	<b>2149.07</b>
Profit before depreciation, Interest & Tax	109.50	113.67
Less: Interest	1.48	0.18
Depreciation	92.28	81.27
<b>Profit Before Tax</b>	<b>15.74</b>	<b>32.22</b>
Tax expenses including deferred tax	18.92	28.69
<b>Profit after Tax and Extraordinary items</b>	<b>(3.18)</b>	<b>9.68</b>
Balance brought forward from previous Year	323.33	313.64
Balance carried forward	320.15	323.33

## RESULTS OF OPERATIONS

For the financial year 2012-13, revenue from operations was ₹1418.40 lacs, out of which income from media segment at ₹ 177.40 lacs was higher by 67.15% over last year (₹ 106.13 lacs in 2011-2012). Earnings before interest, tax, depreciation and amortization (EBITDA) at ₹ 109.50 lacs (₹ 113.67 lacs in 2011-2012).

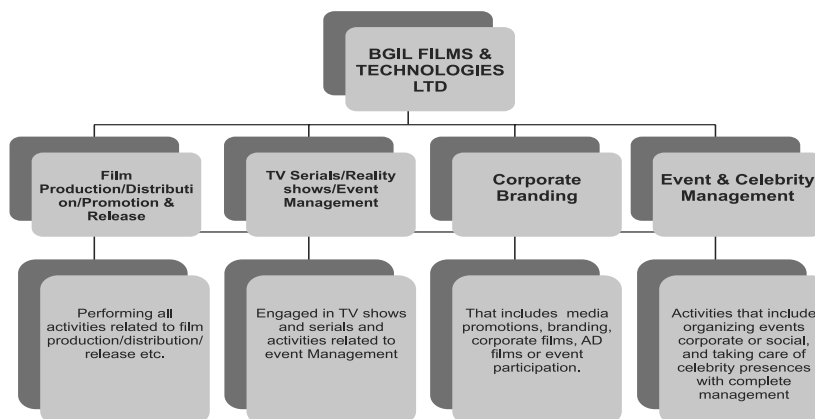
## TRANSFER TO RESERVES

The Board of Directors do not recommend any transfer to reserves for the period under review.

## DIVIDEND

As the distributable profits are insufficient; therefore, it is recommended to plough back the same for the future growth of the company.

## BUSINESS OVERVIEW



## COMPANY'S PERFORMANCE

In the financial year 2012-13, revenue from operations was ₹ 1418.40 lacs, out of which income from media segment at ₹ 177.40 lacs, was higher by 67.15% over last year (₹ 106.13 lacs in 2011-2012).

During the year, the Company was mainly involved in conceiving a long-term growth path by focussing on R&D and other activities for value addition and image building to sustain in the competitive market, therefore, this current year was totally dedicated and focused for completing the pending projects and also to grab the emerging opportunities already available in the market. The management feels that your company is in right direction to achieve the aforesaid well thought goals. Based on aforesaid contents the Company has, during the year finalized projects having potential for the growth which includes '**bgilnext.com**', a web based portal for the critical needs of Bollywood and other entertainment segments which is in the last phase of launch. Further Company has finalized a few scripts around characters mainly from Historical, Mythological and Political from the year 1450-1950 and also plans to launch new serials/Reality shows on various TV channels.

## SHARE CAPITAL

There has been no change in the Share Capital of the Company.

## PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the period under review.

## DIRECTORS

During the year **Mrs. Jaya Misra** who was inducted as an additional director w.e.f 11th February, 2013, appointed as Wholetime Director of the Company w.e.f 12th August, 2013 to 11th August, 2016, subject to the Shareholders approval in the ensuing Annual General Meeting.

**Mr. Vimal Kr. Srivastava**, who was appointed as Wholetime Director of the Company w.e.f 7th November, 2012 has resigned from the Wholetime Directorship of the Company w.e.f .12st August, 2013. The Board places on record its gratitude for the services rendered by Mr. Vimal Kr. Srivastava during his tenure as Wholetime Director.

Further **Mr. Vimal Kr. Srivastava**, Director of the Company, retires by rotation being eligible for re-appointment at the ensuing Annual General Meeting.

During the year, **Mr. Rakesh Bhatia**, Chairman cum Managing Director, has resigned from the Managing Directorship w.e.f 12th August, 2013, though he will continue to serve the Board as Director of the Company. Further the Board of Directors reconfirmed him as the Chairman of the Board.

**Mr. Harjit Singh Anand** was appointed as independent additional directors of the Company w.e.f. 12th August, 2013.

**Mr. Rajiv Kumar**, Director of the Company retire by rotation and being eligible offer for re-appointment at the ensuing Annual General Meeting.

A brief resume of the Directors retiring by rotation at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and names of Companies in which they hold directorship and/or membership / chairmanships of Committees of the Board, as stipulated under Clause 49 of the listing agreement with the Stock Exchanges in India, is given in the section of Corporate Governance forming part of this Annual Report.