

26th Annual Report 2014-15



BGIL Films & Technologies Limited



**Merging Entertainment
&
Technology**

Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia

Chairman

Ms. Arti Bhatia

Executive Director

Mr. Nirmal Vaid

Executive Director

Mr. Harjit Singh Anand

Independent Director

Mr. Rajeev Kumar

Independent Director

Ms. Ashok Kumar Juneja

Independent Director

REGISTERED OFFICE

B-13, LGF, Amar Colony,

Lajpat Nagar-IV,

New Delhi-110024

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

AUDITORS

M/s SNMG & Co.

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Accountants

BANKERS

Axis Bank Limited

CORPORATE OFFICE

B-66, Sector-60,

NOIDA-201301

(U.P.), India.

Tel: 0120-4227792

Fax: 0120-4227791

Website: www.bgilfilms.com

REGIONAL OFFICE

B-504, Morya House,

New Link Road,

Behind Crystal Plaza,

Oshiwara Andheri (W),

Mumbai-400 053

CIN No. of the Company

L65993DL1989PLC035572

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Notice

NOTICE is hereby given that the 26th Annual General Meeting (AGM) of the members of BGIL Films & Technologies Limited will be held as under:

DAY : Tuesday
DATE : 29th September, 2015
TIME : 11.30 A.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 financial statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance sheet as at March 31, 2015, 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- 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), appointment of M/s SNMG & Co., Chartered Accounts (Firm Registration No. 004921N), New Delhi, 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. 3- Appointment of Mrs. Arti Bhatia (DIN: 00047040), as a Director, liable to retire by rotation and also a Whole-Time 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 of the Companies Act, 2013, and rules made there under and the Articles of Association of the Company, Mrs. Arti Bhatia, who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 03, 2015 and who holds office until the date of the AGM, in terms of Section

161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her intention to propose Mrs. Arti Bhatia a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196 and 197, schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mrs. Arti Bhatia, as a Whole-time director of the Company for a period of five years, with effect from September 03, 2015 on the terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

1. Salary per month: as specify by the Board.
2. Perquisites and allowances :
 - a) Housing: House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity water, Soft furnishing, hard furnishing & repairs, helper’s allowances, and security services.
 - b) Medical Expenses: Reimbursement of actual medical expenses & LTC as per the rules of the Company.
 - c) Contribution to Provident Fund, Superannuation Fund & Annuity Fund: Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.
 - d) Gratuity: Gratuity as per the rules of the Company.
 - e) Earned/privilege leave: As per the rules of the Company.
 - f) Encashment of leave: As per the rules of the Company.

RESOLVED FURTHER THAT, notwithstanding anything herein above stated where in any financial year, during the tenure of Mrs. Arti Bhatia as a Whole time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Arti Bhatia the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of part II of schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

Item No. 4- Appointment of Mr. Nirmal Vaid (DIN:), as a Director, liable to retire by rotation and also a Whole-Time 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 of the Companies Act, 2013, and rules made there under and the Articles of Association of the Company, Mr. Nirmal Vaid, who was appointed as an Additional Director of the Company by the Board of Directors with effect

from September 03, 2015 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Nirmal Vaid a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 196 and 197, schedule V and other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the appointment of Mr. Nirmal Vaid, as a Whole-time director of the Company for a period of five years, with effect from September 03, 2015 on the terms and conditions as specified in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and on the remuneration, which is as follows:

3. Salary per month: as specify by the Board.
4. Perquisites and allowances :
 - g) Housing: House rent allowance, house maintenance allowances/ expenses, reimbursement/ payment of expenses or allowances for utilities such as Gas, Electricity water, Soft furnishing, hard furnishing & repairs, helper’s allowances, and security services.
 - h) Medical Expenses: Reimbursement of actual medical expenses & LTC as per the rules of the Company.
 - i) Contribution to Provident Fund, Superannuation Fund & Annuity Fund: Contribution to Provident Fund, Superannuation Fund & Annuity Fund, as per the rules of the Company.
 - j) Gratuity: Gratuity as per the rules of the Company.
 - k) Earned/privilege leave: As per the rules of the Company.
 - l) Encashment of leave: As per the rules of the Company.

RESOLVED FURTHER THAT, notwithstanding anything herein above stated where in any financial year, during the tenure of Mr. Nirmal Vaid as a Whole time director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Nirmal Vaid the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of part II of schedule V to the Companies Act, 2013, or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and/ or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

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

Place: New Delhi

Date: September 03, 2015

Sd/-
Rakesh Bhatia
Director

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. 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.
3. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
4. 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.
5. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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.
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 duly filled attendance slip for your signature and participation at the meeting.
7. The Registers of Members of the Company will remain closed on 23th September 2015 to 29th September, 2015 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 duly filled and signed 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 Clause 49 of the 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 2014-15 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 2014-15 is being sent in the permitted mode.
22. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2015 will be available on the Company's website, www.bgilfilms.com.
23. Company to be disclosing to the Stock Exchanges, as per Clause 35A of the Listing Agreement, the details of results of voting on each of the resolutions proposed in this Notice.
24. The Company has appointed Mr. Prashant Singh (C. P. No. 14123), 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. PROCEDURE FOR E-VOTING

The Company has entered into Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID,
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>"Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</p> <p>" In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg.If your name is Harish Kumar with folio number 100 then enter HA00000100 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

	(viii)	After entering these details appropriately, click on "SUBMIT" tab.
	(ix)	Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
	(x)	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
	(xi)	Click on the EVSN for the relevant <Company Name> on which you choose to vote.
	(xii)	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
	(xiii)	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
	(xiv)	After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
	(xv)	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
	(xvi)	You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page
	(xvii)	If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
	E-voting fo Non-Individuals	
	(xviii)	Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and are to log on to www.evotingindia.com and register themselves as Corporate Shareholders.
	(xix)	A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .
	(xx)	After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
	(xxi)	The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
	(xxii)	They should upload a scanned copy of the Board Resolution /Authority letter etc. together with specimen signature (s) of the duly authorized signatory (ies) who are authorized to vote , in PDF format in the system for the scrutinizer to verify the same.
	(xxiii)	The e-voting period commences on September 26, 2015 (9.00 a.m.) and ends on September 28, 2015 (5.00 p.m.). In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com .