



BGIL Films & Technologies Limited

(Merging Entertainment & Technology)



Corporate Information

BOARD OF DIRECTORS

Mr. Rakesh Bhatia, **Chairman**

(DIN: 00046983)

Mr. Umesh Kumar Singh, **(Executive Director)**

(DIN: 02170692)

Ms. Jaya Misra, Non- Independent **(Executive Director)**

DIN: 03224759

Mr. Harjit Singh Anand, **Independent Director**

(DIN: 03168663)

Mr. Rajeev Kumar, **Independent Director**

(DIN: 03600817)

Mr. Ashok Kumar Juneja, **Independent Director**

(DIN: 01289206)

CORPORATE OFFICE

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India

Fax: 0120-4227791

Tel: 0120-4227792

Website: www.bgilfilms.com

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

COMPANY SECRETARY

Ms. Divya Sharma

Chief Financial Officer

Mr. Jamuna Prasad Sharma

AUDITORS

M/s SNMG & Co.

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Account

BANKERS

Axis Bank Limited

REGISTERED OFFICE

1301, 13th Floor, Vijaya Building 17,
Barakhamba Road, Connaught Place
New Delhi-110001

REGIONAL OFFICE

B-504, Morya House,

New Link Road,

Behind Crystal plaza,

Oshiwara Andheri (w),

Mumbai-400053

CIN: L65993DL1989PLC035572



CONTENTS

	PAGE NO.
Notice	03
Directors' report	15
Management Discussions & Analysis	37
Report on Corporate Governance	41
Financial Statements	
Auditors' report	51
Balance Sheet	57
Statement of Profit & Loss	59
Cash Flow Statement	61
Notes	63

Notice

NOTICE is hereby given that the **28th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held as under:

DAY : **Wednesday**
DATE : **27th 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 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.”

Special Business

Item No. 4

Re-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 a special 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 29th 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 re-appointed as an Independent Director of the Company to hold office for a fresh term of 3 Years up to 29th August, 2020.

Item No. 5

Re-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 a Special 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 29th 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 re-appointed as an Independent Director of the Company to hold office for a fresh term of 3 Years up to 29th August, 2020.

Item No. 6

Re-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 a Special 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 29th 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 re-appointed as an Independent Director of the Company to hold office for a fresh term of 3 Years up to 29th August, 2020

Item No. 7

Confirmation of Appointment as additional director & Re-appointment of Mrs. Jaya Misra (DIN: 03224759) as a Non- Independent (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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and subject to the other approval, if required, consent of the members of the Company be and is hereby accorded to the appointment of Mrs. Jaya Misra, who is already appointed as additional (Non- Independent Executive) Director on 04th May 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 her candidature for the office of Whole-time Director of the Company confirmed and re-appointed as Non- Independent Executive Director, subject ratification of shareholders in every annual general meeting on such terms and conditions and remuneration as may be determined by the Board.

“RESOLVED FURTHER THAT the remuneration payable to Mrs. Jaya Misra, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

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.

By order of the Board of Directors

For BGIL Films & Technologies Limited

Place: New Delhi
Date: **31st August, 2017**

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 21st September 2017 to 27th 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 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 up to 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 28th Annual General Meeting and the Annual Report 2016 will be available on the Company's website, 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 the particulars of Directors retire by rotation at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Rakesh Bhatia	Umesh Kumar Singh
Date of Birth (dd/mm/yyyy)	11/05/1961	15/12/1968
Age (in years)	56	49
Date of Appointment(Original)	15/11/2005	10 th August 2016
Qualification	M.COM, FCS	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, Films, Media & entertainment and Investment Banking and other allied 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	Merit Exports Private Limited Bharatiya Global Infomedia Limited	Shreharsh Enterprises Private Limited
Chairperson/member	Bharatiya Global Infomedia Limited	Nil

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 with copy mark to 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 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., 20th September 2017.