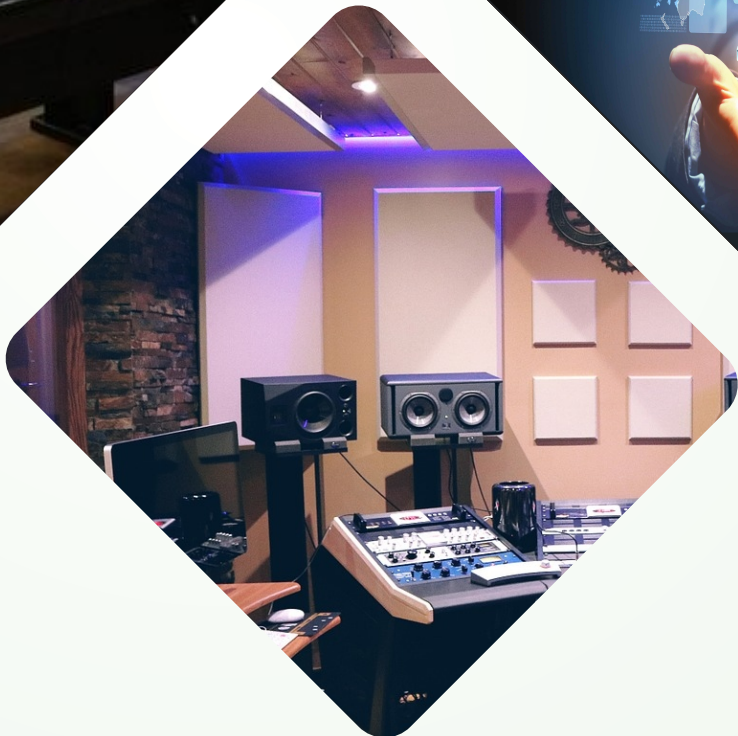


BGIL Films & Technologies Ltd



2018-19

30th Annual Report

BGIL FILMS & TECHNOLOGIES LTD

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rakesh Bhatia, Chairman
(DIN: 00046983)

Mr. Harjit Singh Anand, Independent Director
(DIN: 03168663)

Ms. Chhaya Walia, Independent Director
(DIN: 08147603)

Mr. B.B. Mukharjee, Independent Director
(DIN: 01841493)

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. Anushka Rastogi

CFO

Mr. Jamuna Prasad Sharma

Mr. Neeraj Gupta
M/s SNMG & Co.

Chartered Accountants

Mr. Rakesh Kumar Singh
M/s. Rakesh Kumar Singh & Co.
Chartered Accountant

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

BGIL FILMS & TECHNOLOGIES LIMITED

Registered Office: 1301, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001

CIN- L65993DL1989PLC035572 Tel.: +91120-4227792 Fax: +9120-4227791

e-mail id: bgilfilms@bgilinfo.com

Notice

NOTICE is hereby given that the **30th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held as under:

DAY : Monday

DATE : 30th September, 2019

TIME : 04:00 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, 2019, including the Audited Balance Sheet as at March 31, 2019, 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.

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

Place: Noida

Date: 02.09.2019

Sd/-

Anushka Rastogi
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 24th September 2019 to 30th September 2019, 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 2018-19 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 2018-19 is being sent in the permitted mode.
22. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report 2019 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 AKP & Associates, Company Secretaries M. No. 6847 and COP No. 7385, 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 seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	11/05/1961
Age (in years)	58
Date of Appointment	29th August 2014
Qualification	M.COM & Company Secretary
Relationship between Director, Manager and Key Managerial Personnel	Nil
Board Position held	Chairman
Terms and Conditions of re-appointment	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.
Number of Meetings of the Board attended during the year	Five
Other Directorship	Merit Exports Private Limited Bharatiya Global Infomedia Limited
Chairperson/member	Bharatiya Global Infomedia Limited

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 ashutosh@akpcs.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., 23rd September 2019.
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. 23rd September 2019, may obtain the login ID and password by sending a request at 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 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. Mr. Ashutosh Kumar Pandey, Company Secretary M. No. 6847 and COP No. 7385 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.

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

Place: Noida

Date: 02nd September 2019

Sd/-
Anushka Rastogi
Company Secretary

Directors' Report

Dear Members,

Your Directors have pleasure in presenting the 30th Annual Report with the Audited Financial Statements of **BGIL Films & Technologies Limited (BGFT)** for the financial year ended March 31st, 2019.

1. FINANCIAL RESULTS (Rs. In Lakh)

Particulars	Financial Year Ended March 31, 2018	Financial Year Ended March 31, 2019
Gross Income		
Net Sales/Income from Operations	2786.82	1614.57
Other Income	7.14	7.23
TOTAL INCOME	2793.96	1621.79
Less: Total Expenditure	2747.02	1552.91
Profit before depreciation, Interest, Exceptional Items & Tax	46.94	68.88
Less: Interest	0.08	
Depreciation	44.87	0.07
Profit Before Tax (PBT)	1.99	47.96
Less: Tax expenses including deferred tax	1.12	20.85
Exceptional Items / Prior Period Items	-	(2.61)
Profit after Tax and Extraordinary items For the Period	0.87	23.46
Other Comprehensive Income		
-Fair Value Changes on Investment	(35.00)	(9.31)
Total Comprehensive Income For the Period	(34.13)	14.15
Balance brought forward from previous Year	194.11	159.98
Balance carried forward	159.98	174.13

2. TRANSFER TO RESERVES

There is no provision for any transfer to reserves for the period under review.

3. DIVIDEND

There is no possibility for dividend this year; it is recommended to look forward for the same keeping in mind the future growth of the company.