

31st ANNUAL REPORT

Films

Technologies

Entertainment

ANNUAL REPORT 2019-2020



BGIL FILMS & TECHNOLOGIES LTD



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Arti Bhatia

Director

Mrs. Payal Kuthari

Director

Mr. Harjit Singh Anand,

Director

Mr. Bibhas Mukharjee

Director

Mr. Ashok Kumar Juneja

Director

Mr. Karn Rajhans

Director

CORPORATE OFFICE

B-66, Sector-60,

Noida-201301

Uttar Pradesh (U.P.), India

Fax: 0120-4227791

Tel: 0120-4227792

REGISTERED OFFICE

1301, 13th Floor, Vijaya Building 17,

Barakhamba Road, Connaught Place

New Delhi-110001

C.E.O.

Mr. Umesh Kumar Singh

Mr. Jamuna Prasad Sharma

Chief Financial Officer

AUDITORS

M/s SNMG & Co.

Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

Chartered Accountant

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

CIN No. L74999DL1994PLC062967



BGIL Films & Technologies Limited

NOTICE is hereby given that the **31ST Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held as under:

DAY : Wednesday

DATE : 30th December, 2020

TIME : 12:30 P.M.

VENUE : Video Configuration/ other Audio-Visual.

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, 2020, including the Audited Balance Sheet as at March 31, 2020, 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.

Special Business

Item No. 2- Re-appointment of Mr. Harjeet Anand (DIN: 03168663) as in 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 provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015., **Mr. Harjit Singh Anand (DIN: 03168663)**, Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2023.

Item No. 3- Regularization of Mr. Ashok Kumar Juneja DIN: 01289206) as Non-Executive Non Independent Director of the Company.

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 provision of section 152 and other applicable provisions if any of the companies act 2013 and the companies (appointment and Qualification of Directors0 Rules 2014, the applicable provision of the SEBI (Listing obligation and disclosure



requirement) Regulation 2015 (including any statutory modification or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and remuneration committee of the company, Mr. Ashok Kumar Juneja (DIN: 01289206) who was appointed as an additional director of the company pursuant to the section 161 and other applicable provisions with effect from 11/11/2020 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the companies Act, 2013, proposing his candidature for the office of the director, be and is hereby appointed as non-executive non-independent director of the company, liable to retire by rotation.

Item No. 4- Regularization of Ms. Payal Kuthari (DIN: 02722171) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to applicable provisions of the section 149, 152, 160 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof for the time being in force, Ms. Payal Kuthari (DIN: 02722171) whose term of office as an additional director expires at this Annual General Meeting and who meets the criteria of independence and who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of 3 consecutive years until the commencement of 34th Annual general Meeting.

“RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

Item No. 5

Regularization of Mr. Karn Rajhans (DIN: 03081692) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to applicable provisions of the section 149, 152, 160 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof for the time being in force, Mr. Karn Rajhans (DIN: 03081692) whose term of office as an additional director expires at this Annual General Meeting and who meets the criteria of independence and who is eligible for appointment as such, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a period of 3 consecutive years until the commencement of 34th Annual general Meeting.



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“RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

Item No. 6-

Regularization of Mrs. Arti Bhatia (DIN: 00047040) as Whole Time Director of the Company

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 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 Ms. Arti Bhatia, as Whole-time Director of the Company with effect from 16th January, 2020 on such terms and conditions and remuneration as may be determined by the Board.

“RESOLVED FURTHER THAT the remuneration payable to Mrs. Arti Bhatia 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: Noida

Date: 08th December, 2020

Sd/-
Arti Bhatia
Director

**Notes:**

In view of the continuing COvid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 05, 2020 read with circular dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA circulars") permitted the holding of the Annual general Meeting ("AGM") through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. At 30th AGM, M/s. SNMG & Co, Chartered Accountants (Firm Registration Number 004921N) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 34th AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the Notice of Annual General Meeting.

4. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
5. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MAS Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.



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6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books will remain closed from December 24, 2020 to December 30, 2020 (both days inclusive).
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.bgilfilms.com under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2, 3, 4, 5 and Item No. 6 are annexed hereto.
10. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, E-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
13. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. MAS Services Limited at the address mentioned in point No. 12.
14. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of



SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.bgil.in under Investor Relations Section.

15. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
16. 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 shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.
17. The recorded transcript of the forthcoming AGM on December 30, 2020, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice and facility to appoint proxy is not available.
19. The Company's Register of Members and the Transfer Books will remain closed from December 24th, 2020 to December 30th, 2020 (both days inclusive).
20. 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.
21. 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.
22. 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.



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23. 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	Mrs. Arti Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967
Age (in years)	53
Date of Appointment	16 th January 2020
Qualification	M.A.
Relationship between Director, Manager and Key Managerial Personnel	Nil
Board Position held	Director
Terms and Conditions of re-appointment	Not Liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	She has more than 25 years' experience in Corporate Finance, Information Technologies and Investment Banking and activities.
Number of Meetings of the Board attended during the year	1
Other Directorship	Merit Exports Private Limited Bharatiya Global Infomedia Limited
Chairperson/member	Nil

The instructions for e-voting and joining the AGM are as under:

VOTING THROUGH ELECTRONIC MEANS

- A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- B. The remote e-voting period commences on **Sunday, December 27, 2020 (9:00 a.m. IST)** and ends on **Tuesday, December 29, 2020 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, December 23, 2020 i.e. cut-off date, may cast their vote electronically.