



33rd ANNUAL REPORT

2021-22



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. Rohit Kaushik
Director

Mr. Ashok Kumar Juneja
Director

Mr. Karn Rajhans
Director

CORPORATE OFFICE

B-66, Sector-60,
Noida-201301
Uttar Pradesh (U.P.), India.
Tel: 0120-4227792

REGISTERED OFFICE

1203, Vijaya Building 17, Barakhamba Road,
Connaught Place,
New Delhi-110001

COMPANY SECRETARY

Mr. Akhileshwar Singh

CHIEF FINANCIAL OFFICER

Jamuna Prasad Sharma

AUDITORS

M/s Singh Ray Mishra & Co.,
Chartered Accountants

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.
Chartered Accountants

BANKERS

Axis Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Mas Services Ltd.
T-34, Okhla Industrial Area,
New Delhi

CIN:L74999DL1994PLC062967

NOTICE FOR CALLING ANNUAL GENERAL MEETING (AGM)

NOTICE is hereby given that the **33rd Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held on Friday, the **30th day of September, 2022** at **09.45 A.M.** through **Video Conferencing(“VC”)/Other Audio-Visual means(“OAVM”)** to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at **1203, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001, Delhi.**

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, 2022, including the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement as at March 31, 2022, 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- To Appoint a Director in place of Mr. Ashok Kumar Juneja (DIN: 01289206), who retires by rotation and being eligible, offer himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashok Kumar Juneja (DIN: 01289206), who retires by rotation at this meeting and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

Item No. 3- To Appoint M/s Singh Ray Mishra & Co. Chartered Accountants as the Statutory Auditors of the Company for a terms of five years and fix their remuneration and in this regard to consider and if thought fit pass the resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies[Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] of the Companies Act, 2013 if any, and pursuant to recommendations made by the Audit Committee and Board of Directors of the Company, M/s

Singh Ray Mishra & Co., Chartered Accountants [Firm Registration No.: 318121E] be and is hereby appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

Special Business

Item No. 4- Appointment of Auditors to fill casual vacancy

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 it before item no. 3 and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Audit Committee & the Board of Directors vide resolutions passed at their meeting held on 30th May, 2022, M/s Singh Ray & Mishra & Co., Chartered Accountants, (Firm Registration No. 318121E, be and are hereby appointed as statutory auditor of the company for the financial year 2021-22, to fill casual vacancy caused by resignation of M/s SNMG & Co., Chartered Accountants, (FRN. 004921N) who were supposed to hold office till conclusion of 33rd AGM.

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

Sd/-

**Date: 14th August, 2022
Place: Noida**

**Akhileshwar Singh
Company Secretary**

Notes

1. In view of the massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs ("MCA") General circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 (hereinafter referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange of India (hereinafter referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the AGM venue is not required and hence the 32nd AGM of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Registered Office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meeting in respect of the Directors or Directors seeking reappointment at the AGM are provided in the Annexure to the Notice.
4. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (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(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail on Ashutosh@akpcs.com in or evoting@nsdl.co.in.
5. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the financial year 2021-22, is available on the website of the Company at www.bgilfilms.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive).
8. Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other statutory Registers are required to email to compliance@bgilfilms.com.
9. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialized from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
10. The Board of Directors, at their meeting held on August 14, 2022 has appointed Mr. Ashutosh Kumar Pandey, Practicing Company Secretary (Membership No. 6847) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
11. The Results shall be declared on or after the AGM of the Company. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Ltd. within 2 (two) working days of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www.bgilfilms.com and on Registrar and Transfer Agent's website at www.masserv.com.

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12. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.
 13. 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, Friday, September 23, 2022. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Friday, September 23, 2022 should treat this notice for information purpose only.
 14. 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.
 15. 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.
 16. 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.
 17. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
 18. 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.
 19. 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.
 20. 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.
 21. 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.
 22. 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.
 23. 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.

24. The recorded transcript of the forthcoming AGM on September 30, 2021, 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.
25. 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.
26. 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.
27. 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. Ashok Kumar Juneja
Date of Birth (dd/mm/yyyy)	14/02/1955
Age (in years)	66
Date of Appointment	11th November, 2020
Qualification	FCS, LLB
Relationship between Director, Manager and Key Managerial Personnel	Nil
Board Position held	Member
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 35 years experience in Corporate Finance, Information Technologies and Investment Banking and activities
Number of Meetings of the Board attended during the year	4
Other Directorship	<ol style="list-style-type: none"> 1. Merit Exports Private Limited 2. Bharatiya Global Infomedia Limited 3. MantrahFinserv Limited 4. MAntrah ARC Limited 5. Mantrah Management Advisors Pvt. Ltd. 6. Mantrah Insolvency Professional Pvt. Ltd. 7. Mantrah Law House LLP
Chairperson/member	<ol style="list-style-type: none"> 1. Audit Committee 2. Stakeholders Grievance Committee

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 Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- C. The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- D. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- E. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- F. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- G. The instructions for members for remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/).

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at [https:// eservices.nsdl.com/](https://eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 1 2 * * * * * then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 1*** and EVEN is 101456 then user ID is 101456000001

5. Your password details are given below: