

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting (AGM) of the members of BGIL Films & Technologies Limited will be held on Wednesday, the 30th September 2009, at 3:30 P.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, to transact the following businesses:

ORDINARY BUSINESS

- (1) To receive, consider and adopt the Audited Profit & Loss Account of the Company for the year ended 31st March 2009 and the Balance Sheet as at that date together with the Director's Report on 31st March, 2009, and Auditor's report thereon.
- (2) To consider, and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provision, if any, of the Companies Act, 1956, M/s SNMG & Co., Chartered Accountants, New Delhi, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS

- (3) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Ashok Kumar Juneja, who was appointed as an Additional Director of the Company by the Board on 12.01.2009 and who holds office as per Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

- (4) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. Sanjay Kapoor, who was appointed as an Additional Director of the Company by the Board on 31.01.2009 and who holds office as per Section 260 of the Companies Act, 1956 up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

By Order of the Board of Directors

Sd/-
Pooja Mahna
Company Secretary

Place: New Delhi
Date : 27th August, 2009

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A 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 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. All documents referred to in the notice are open for inspection at the Registered Office of the Company between working hours on all working days upto the date of Annual General Meeting.
3. The details pertaining to the appointment/ reappointment of Directors are furnished in statement of Corporate Governance in the Director's Report.
4. The Register of Members and the Share Transfer books of the Company will remain closed on 29th September 2009 to 30th September 2009 (both days Inclusive) for the purpose of Annual General Meeting.
5. Members/proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.
6. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
7. The communication address of our Registrar and Share Transfer Agent (RTA) is M/s Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi-110020
8. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository participants for shares held in electronic form.
9. Members who hold shares in dematerialized form, are requested to bring their depository account number (Client Id and DP ID) for easy identification and recording of attendance at the meeting.

By Order of the Board of Directors

Sd/-
Pooja Mahna
Company Secretary

Place: New Delhi
Date : 27th August, 2009

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF SPECIAL BUSINESS CONTAINED IN THE NOTICE DATED 27TH AUGUST, 2009

Item No. 3

Mr. Ashok Kumar Juneja was appointed as an Additional Director effective from 12.01.2009. Notice pursuant to Section 257 has been received from a member proposing the candidature of Mr. Ashok Kumar Juneja as Director of the Company, liable to retire by rotation. Hence the resolution under Item No. 3 is placed before the meeting for approval

Note: None of the Directors except Mr. Ashok Kumar Juneja is concerned or interested in the item of business

Item No. 4

Mr. Sanjay Kapoor was appointed as an Additional Director effective from 31.01.2009. Notice pursuant to Section 257 has been received from a member proposing the candidature of Mr. Sanjay Kapoor as Director of the Company, liable to retire by rotation. Hence the resolution under Item No. 4 is placed before the meeting for approval

Note: None of the Directors except Mr. Sanjay Kapoor is concerned or interested in the item of business

By Order of the Board of Directors

Sd/-
Pooja Mahna
Company Secretary

Place: New Delhi
Date : 27th August, 2009

DIRECTORS' REPORT

To the Members,

Your directors take pleasure in presenting the Twentieth Annual Report and Audited Statement of Accounts of the Company for the financial year ended on 31st March 2009.

FINANCIAL RESULTS

The financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary.

PARTICULARS	Period Ended 31st March, 2009 (Rs. in Lacs)	Period Ended 31st March, 2008 (Rs. in Lacs)
Income from operations	2614.71	2060.89
Other Income	5.66	0.02
Total Income	2620.37	2060.91
Total Expenditure	2381.97	1935.58
Profit Before Interest Depreciation & Tax	238.40	125.33
Less: Interest	0.68	0.50
Less: Depreciation	42.49	19.68
Profit before tax	195.23	105.15
Less: Provision for taxation	39.88	14.99
Less: Deferred Tax	31.12	18.32
Profit after tax	124.22	71.84
Amount available for Appropriation	204.02	79.98
Balance carried to Balance Sheet	204.02	79.98
Paid up Equity Share Capital	640.68	640.68
Reserve & Surplus	793.75	669.70

FINANCIAL YEAR

The accounting year under review is for the period ended 31st March, 2009.

COMPANY'S PERFORMANCE

The total revenues increased to Rs. 2620.37 lacs from Rs. 2060.91 Lacs in the previous year. The operating profit earned during the year is Rs. 238.40 lacs against Rs. 125.33 lacs in the previous year and profit after tax is Rs. 124.22 lacs against Rs. 71.84 lacs as compared to last year.

The Company's operations have been discussed in the Management Analysis & Discussion report in details.

SHARE CAPITAL

There has been no change in the Authorised and paid up share capital of the Company during the period.

PUBLIC DEPOSITS

The company has not accepted any deposits from the public during the period under reference.

NEW INITIATIVES

a. Proposed Arrangement

During the year the company has also proposed to merge the following divisions by demerging the same from M/s. Bharatiya Global Infomedia Ltd. (a Company under the same management).

1. Digital Post Production Studio Division
2. Digital Signage Division

3. Films Production Division along with the Stock of Movies.

The Company has already obtained the No Objection approval from BSE in this regard dated May 4, 2009

b. Proposed Merger

The Company is also proposing a merger of M/s. Kriti Communications Private Limited (a same management company). The application for approval / no objection as required under Clause 24(f) of the Listing Agreement has already been forwarded to Bombay Stock Exchange Limited vide our letter dated 19th August, 2009.

DIRECTORS

During the period under review, Mr. Anil Kumar Agarwal and Mr. Sanjeev Kumar Mittal resigned from the directorship of the Company w.e.f. 04.02.09 and 27.02.09 respectively. The Board records its sincere appreciation for the valuable services rendered by them.

Mr. Ashok Kumar Juneja and Mr. Sanjay Kapoor were appointed as the Additional Director's of the Company, w.e.f. 12.01.2009 and 31.01.2009 respectively. In the best interest of the Company the Board recommended the appointment of Mr. Ashok Kumar Juneja and Mr. Sanjay Kapoor as Director of the Company at the ensuing Annual General Meeting of the Members of the Company. Mr. Ashok Kumar Juneja and Mr. Sanjay Kapoor will be liable to retire by rotation. The requisite particulars in respect of directors seeking re-appointment are given in Annexure to Directors' Report.

AUDITORS REPORT

The observation made by the Auditors in their report is self explanatory and does not require any clarification.

AUDITORS

M/s. SNMG & Co., Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment as the Statutory Auditors of the Company. The Company received confirmation that their appointment, if made, would be within the limits prescribed under Sec. 224(1B) of the Companies Act, 1956.

DIVIDEND

As the Company is entering into new activities & there are requirements of funds so no dividend has been proposed.

LISTING OF SHARES

At present the equity shares of the Company are listed at Bombay Stock Exchange Limited only.

PARTICULARS OF EMPLOYEES

There is no employee whose particulars are required to be given in the terms of provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975.

TECHNOLOGY ABSORPTION, ADOTION AND THE INNOVATION

Since the company does not own any manufacturing facility, the provision of section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of directors) Rules 1988, are not applicable.

FOREIGN EXCAHNGE EARNINGS & OUTGO

There is no Foreign Exchange Earnings & Foreign Exchange Outflow during the year.

COMPANY SECRETARY

During the year, Ms. Pooja Mahna is appointed as the Company Secretary of the Company w.e.f. 05.02.09

CORPORATE GOVERNANCE

The Company is proactively following the principles & practices of good corporate governance. The Company has taken adequate steps to ensure that the conditions of corporate governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges are complied with.

A separate statement on Corporate Governance is produced as a part of the Annual Report with a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement of the Stock Exchanges.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT 1956:

The Board of Directors hereby confirms that:

- (i) In the preparation of the annual accounts all the applicable accounting standards has been followed along with proper explanations relating to material departures.
- (ii) Your Directors have selected such accounting policies, which are in the best interest of the company and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company and of the profit or loss of the company for the financial year 2008-2009.
- (iii) Your Directors had taken proper and sufficient care for the maintenance of adequate accounting records for the year ended 31st March 2009 in accordance with provisions of the Companies Act,1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) Your directors have prepared the annual accounts for the year 2008-2009 on the going concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the wholehearted cooperation received from the Shareholders, Clients, Dealers, Bankers, Agencies and for the value advice and support received from other Business Associates, and expects the same in future as well for sustaining the results achieved in the past. The Directors also wish to thank all the employees at all the levels of their services.

By Order of the Board of Directors
Sd/-

Rakesh Bhatia

Chairman cum Managing Director

Place : New Delhi

Date : 27th August, 2009

ANNEXURE TO DIRECTORS' REPORT

Particulars about Directors seeking Re-appointment at the forthcoming Annual General Meeting:

Name of Director	Mr. Ashok Kumar Juneja	Mr. Sanjay Kapoor
Date of Birth	14.02.1955	19.08.1960
Nationality	Indian	Indian
Date of Appointment on Board	12.01.2009	31.09.2009
Qualifications	Post Graduate in Commerce, FCS, AICWA, LL.B, DBF, M.Com	Commerce Graduate & FCA
Shareholding in the Company (Equity Shares of Rs. 10/- each)	Nil	Nil
List of Companies in which Directorships held	— Open Mind Services Limited — Grindley Finmen Private Limited — Wadhwa Financial Services Private Limited	Nil
Member / Chairman of Committees in the Company	— Audit Committee — Remuneration Committee — Share Transfer & Shareholders/ Investors Grievance Committee	— Audit Committee — Remuneration Committee — Share Transfer & Shareholders/ Investors Grievance Committee
Member / Chairman of Committees of other Companies	Nil	Nil
Expertise in specific Functional Areas	Corporate Lawyer and Consultant and has a corporate exposure of more than 34 years with qualifications of Company Secretaryship (FCS), Cost accountant (AICWA), Law Graduate (LL.B)	Possesses over 21 years of Experience in Corporate Accounting & Finance, Information Technology, Investment Banking and Taxation. He has been a practicing Chartered Accountant since 1988.

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

BGIL Films & Technologies Ltd. (BGFT) believes in Good Corporate Governance, which results in corporate excellence by practicing and attaining maximum level of transparency, disclosure, accountability and equity in all interaction with its stakeholders. Corporate Governance envisages disclosure on various facets of the Company's operations to achieve corporate excellence.

The Company's Corporate Governance policies recognize the Company's Commitment to good and efficient Corporate Governance. The Board of Directors, the highest policymaking body, is committed in its responsibility for all decisions to all constituents, including investors, employees and regulatory authorities. Transparency and accountability are the fundamental principles to good Corporate Governance. Corporate Governance assumes a significant role in the business life of BGFT. The driving forces of Corporate Governance at BGFT are its core values-belief in people, Entrepreneurship, Customer Orientation & the Pursuit of excellence. The Company recognizes that the shareholders are ultimately the persons who are catalyst to the economic activities and also the ultimate beneficiaries thereof.

2. BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

The Company is managed by highly experienced professionals. All directors including Non-Executive Directors are suitably qualified, experienced and competent. During the period under review Mr. Anil Kumar Agarwal and Mr. Sanjeev Kumar Mittal resigned from the Directorship of the Company w.e.f. 04/02/2009 and 27/02/2009 respectively. At present, the Board consist of two members comprising of Non-executive & Independent Directors i.e. Mr. Sanjay Kapoor & Mr. Ashok Kumar Juneja. The Independent Directors do not have any pecuniary relationships of transaction with the Company, promoters, management that may affect their judgment in any manner.

The List of Directors of the Company are as under:

S. No.	Name of the Director	Designation	Status of the Director
1.	Mr. Rakesh Bhatia	Chairman & Managing Director	Executive Director
2.	Mr. Sanjay Kapoor (appointed w.e.f. 31.01.2009)	Director	Non-Executive Director
3	Mr. Ashok Kumar Juneja (appointed w.e.f. 12.01.2009)	Director	Non-Executive Director
4.	Mr. Anil Kumar Agarwal (Ceased w.e.f. 04/02/2009)	Director	Non-Executive Director
5.	Mr. Sanjeev Kumar Mittal (Ceased w.e.f. 27/02/2009)	Director	Non-Executive Director

Brief Resume of the Directors to be appointed/re-appointed:

Mr. Rakesh Bhatia

48 years of age, he has more than 19 years experience in Corporate Law & Finance, Information Technology, Investment Banking and activities relating to Media & Entertainment. He is M. Com, Fellow Member of The Institute of Companies Secretaries of India and Fellow Member of All India Management Association. He is the Chairman of the Company and also the Managing Director of M/s. Bharatiya Global Infomedia Limited. He successfully promoted various companies, M/s. Visesh Infotecnics Ltd and M/s. Bharatiya Global Infomedia Limited, demonstrated ability to collaborate with all levels of management to address strategic business challenges including shaping business strategy, acquisitions, divestitures, change management, recruitment, training and strategic business planning and thrives even in dynamic, challenging environments with a great deal of uncertainty and challenges.

Mr. Sanjay Kapoor

49 years of age, he is a commerce graduate and a fellow member (FCA) of the Institute of Chartered Accountants of India (I.C.A.I) and possesses over 21 years of Experience in Corporate Accounting & Finance, Information Technology, Investment Banking and Taxation. During this total 20 years of experience he has been promoting various Companies. He has been a practicing Chartered Accountant since 1988.

Mr. Ashok Kumar Juneja

55 years old, he is Post graduation in Commerce. He is a renowned Corporate Lawyer and Consultant and has a corporate exposure of more than 34 years with qualifications of Company Secretaryship (FCS), Cost accountant (AICWA), Law Graduate (LL.B), Diploma in Business Finance (DBF) and M.Com. etc. He has also undergone Foundation Course for Investment Professionals from European Private Equity & Venture Capital Association.

BOARD MEETINGS AND ATTENDANCE

Fourteen Board meetings were held during the period under review i.e for the year ended 31st March, 2009. The Board regularly met to consider amongst other business matters, the quarterly performance of the Company, financial results & other ongoing activities. Directors attending the meeting actively participated in the deliberations at these meetings.

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. Agenda for the Board Meeting is sent to the Directors sufficiently in advance to allow them to examine and interact on the issues involved.

During the period under review, the date on which Board meetings were held are as follows:

S. No.	Date of Meeting	S. No.	Date of Meeting
1.	23.06.2008	8.	14.12.2008
2.	30.06.2008	9.	12.01.2009
3.	30.07.2008	10.	31.01.2009
4.	30.08.2008	11.	04.02.2009
5.	30.09.2008	12.	12.02.2009
6.	31.10.2008	13.	24.02.2009
7.	28.11.2008	14.	27.02.2009

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND LAST ANNUAL GENERAL MEETING (AGM) AND NUMBER OF COMPANIES WHERE HE IS DIRECTOR/MEMBER (AS ON THE DATE OF DIRECTOR'S REPORT)

Name of the Directors	No. of Board meetings attended (1st April, 2008 to 31st March, 2009)	Attendance at the last AGM held on 28.11.2008	No. of Memberships in Boards of other Companies*	No. of Membership in other Board/ Committees held in other Companies**	
				Chairman	Director
Mr. Rakesh Bhatia	14	Yes	1	—	—
Mr. Sanjay Kapoor	4	No	—	—	—
Mr. Ashok Kumar Juneja	5	No	1	—	—
Mr. Sanjeev Kumar Mittal	11	Yes	1	—	—
Mr. Anil Kumar Agarwal	10	Yes	—	—	—

* Directorship in Private Companies, Companies incorporated outside India is excluded for this purpose.

** Represents Memberships/Chairmanship in Audit Committee and Shareholders'/Investors' Grievance Committee in Public Limited Companies.

3. AUDIT COMMITTEE

To provide assistance to the Board of Directors of the Company the Audit Committee was constituted. It consists of three members including Chairman. The Committee was re-constituted and now headed by Mr. Sanjay Kapoor. The Audit Committee provides direction to and oversees the audit and risk management functions, reviews the financial accounts, interact with statutory auditors and reviews matters of special interest.

Composition, Name of Members, Chairman and other details

This Committee consists of three members i.e.

Mr. Sanjay Kapoor	Chairman
Mr. Rakesh Bhatia	Member
Mr. Ashok Kumar Juneja	Member

During the period under review, the Audit Committee met four times. The meetings were attended by all the members of the committee. The Company Secretary acts as the Secretary of the Committee.

4. REMUNERATION COMMITTEE

The Remuneration Committee is headed by Mr. Ashok Kumar Juneja as the chairman of the Committee. The Remuneration Committee was constituted to recommend and review remuneration package of Directors and Senior Executives and to present report to the Board on remuneration package of Directors and Senior Management Officials.

The Remuneration Committee of the company comprises of three Members

Mr. Ashok Kumar Juneja	Chairman
Mr. Rakesh Bhatia	Member
Mr. Sanjay Kapoor	Member

During the period under review, the Committee met four times. All the members of the committee attended the meeting. As on date there are no directors who are drawing remuneration from the Company.

5. SHARE TRANSFER & SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Share Transfer & Shareholders/ Investors Grievance Committee provides assistance to the Board of Directors in ensuring that the transfer of shares takes place within the stipulated period. The Share Transfer Committee was constituted and it is now headed by Mr. Rakesh Bhatia, to look after all matters pertaining to share transfers, transmissions, issuance of duplicate shares, transpositions & also to provide the shareholders of the company with additional assurance that sufficient information is being provided to enable them to form a reasoned opinion on the working of the company & to ensure speedy redressal of their grievances pertaining to share related issues.

The Committee comprises of three Directors

Mr. Rakesh Bhatia	Chairman
Mr. Sanjay Kapoor	Member
Mr. Ashok Kumar Juneja	Member

During the period under review, the Committee met four times. The meetings were attended by all the members of the committee.

Shareholders queries/Complaints received during the period under review

* No. of valid complaint received as on 31.03.2009	:	03
* No. of queries/ Valid complaints pending/ Unsettled as on 31.03.2009	:	Nil

6. CODE OF CONDUCT

The Board has laid down a code of conduct for all Board Members and senior management of the Company. The code of conduct is available on the website of the Company. All Board members and senior management personnel have affirmed the compliance with the code of conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this report.

7. GENERAL BODY MEETING

Details of Annual General Meeting (AGM) for the last Three Years:

Description of Meeting	Date	Venue	Time	No. of Special resolution passed
17th AGM	29.09.2006	New Delhi YMCA, Jai Singh Road, Cornelius Culture Centre Building, IInd Floor, New Delhi-110019	12.00 A.M.	1
18Th AGM	29.09.2007	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	9:30 A.M.	1
19Th AGM	28.11.2008	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	11:30 A.M.	Nil

8. DISCLOSURES

- (i) Related parties & transaction with them as required under Accounting Standard 18 (AS- 18) are furnished as Item No. 11 of Part B of Schedule 14 relating to Significant & Accounting Policies and Notes on Accounts attached to & forming part of Balance Sheet & Profit & Loss Account for the period ended 31.03.2009
 - (ii) There have been no major instances of non-compliance by the Company on any matters related to the Capital Markets nor have any penalty/ strictures been imposed on the Company by the Stock exchange or SEBI or any other statutory authority on such matters.
 - (iii) The Company's financial statements are prepared as per Accounting Standards and the accounting principles generally accepted in India.
 - (iv) There is no pecuniary relationship or transaction with Independent/Non executive Director.
- None of transactions with any of related parties were in conflict with the interest of the Company.

9. MEANS OF COMMUNICATION

Complying with provision of the Listing Agreement, Norms, Guidelines and Circulars etc. and Information like Quarterly Financial results and other significant developments in the Company has been made available from time to time to the press and had also been submitted to the Stock Exchanges to enable them to put them on their websites. The Company has regularly published its quarterly & half yearly financial results generally in the Newspaper i.e. PIONEER (ENGLISH) & VEER ARJUN (HINDI).

Management Discussion and analysis report is attached to this report.

10. CEO/CFO CERTIFICATION

The Chairman has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, as required in Clause 49 of the Listing Agreement with the Stock Exchanges which is given separately herewith.

11. AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from the auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Clause 49 of the Listing Agreement with Stock Exchange which is attached herewith.

12. SHAREHOLDERS' INFORMATION

- (a) **Annual General Meeting** : **20th Annual General Meeting**
 Date : 30th September 2009
 Venue : A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019
 Time : 3.30 P.M.

(b) Financial Calender:

Financial Year : 1st April 2008 to 31st March 2009

Adoption of Quarterly Result

- I. 1st Quarter : By end of July 2008.
- II. 2nd Quarter : By the end of October 2008.
- III. 3rd Quarter : By the end of January 2009.
- IV. 4th Quarter : By the end of June 2009 (Audited Result)

(c) Date of Book Closure

From 29th September 2009 to 30th September 2009 (both days inclusive) for the purpose of Annual General Meeting.

(d) Listing on Stock Exchange:

The Bombay Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Tel: + 91-22-22721233/34. Fax: + 91-22-2272 3719

The Listing Fees for the year 2008-09 have already been paid to BSE.

(e) Stock Code

Bombay Stock Exchange Limited
Scrip Code : 511664
ISIN No. : INE443D01018
Scrip ID : BGIL FL TEC

(f) Capital Structure

The shareholding pattern of the Company as on 31.03.2009 is as follows:

Category	No. of shares held	Percentage of Shareholding
A. Promoter's Group		
Promoter & Promoter Group		
— Indian Promoters	35,51,830	55.44
— Foreign Promoters	0	0.00
Sub - Total	35,51,830	55.44
B. Non-Promoter's Holding		
Institutional Investors		
a. Mutual Funds and UTI	35,800	0.56
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non-government Institutions)	0	0.00
c. FII's	0	0.00
Sub - Total	35,800	0.56
Others		
a. Bodies Corporate	10,41,021	16.25
b. Indian Public (Individuals)	17,68,304	27.60
c. NRIs	600	0.01
d. Clearing Member	9,275	0.14
Sub-Total	28,19,200	44.00
GRAND TOTAL	64,06,830	100.00

(g) Distribution of Shareholding – As on 31.03.2009

Shareholding of Nominal Value of Rs.	No. of Shareholders	% to total Shareholders	No. of Share	Amount in Rs. (Nominal Value of each share/ unit Rs. 10/-)	% to Total Share Amount
Upto 5000	5,478	92.86	7,01,715	70,17,150	10.95
5001 To 10000	206	3.49	17,22,175	17,21,750	2.69
10001 To 20000	87	1.47	1,34,884	13,48,840	2.11
20001 To 30000	40	0.68	1,03,405	10,34,050	1.61
30001 To 40000	15	0.25	54,460	5,44,600	.85
40001 To 50000	13	0.22	63,227	6,32,270	.99
50001 To 100000	17	0.29	1,25,059	12,50,590	1.95
100001 and above	43	0.73	50,51,905	5,05,19,050	78.85
TOTAL	5,899	100.00	64,06,830	6,40,68,300	100.00

(h) Market Price Data

The Company's equity shares are listed at Bombay Stock Exchange (BSE), monthly high & low prices on BSE are as under:

Month	High*	Low*	No. of shares*
March-09	88.25	66.55	6,23,046
Feb-09	108.80	78.00	8,24,043
Jan-09	79.15	37.70	7,22,507
Dec-08	36.00	25.90	2,82,488
Nov-08	31.50	15.50	4,39,669
Oct-08	22.35	16.20	1,30,798
Sep-08	24.10	13.25	4,80,765
Aug-08	18.00	13.90	2,06,932
July-08	21.60	14.73	5,70,025
June-08	14.34	9.00	95,696
May-08	13.41	9.61	14,438
April-08	12.60	9.01	20,715

*Source: www.bseindia.com

(i) Dematerialisation of Shares

Company has entered into an agreement with CDSL & NSDL whereby the shareholders have the option to dematerialize their shares with either of depositories. Equity shares of Company are actively traded at Bombay Stock Exchange Limited, Mumbai.

Status of Issued Share Capital as on 31.03.2009

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	35,61,089	55.58
Physical Form	28,45,741	44.42
Total	64,06,830	100.00

(j) Registered office

623A, Devika Tower, 6, Nehru Place,
New Delhi-110019

(k) Branch Office

C- Wing, Amaltas, Above HDFC Bank,
Juhu Versova Link Road,
Andheri (W), Mumbai-400053

(l) Registrar and Share Transfer Agent

M/s Mas Services Ltd.
T-34, 2nd Floor, Okhla, Industrial Area,
Phase –II
New Delhi-110020
Tel No. 26387281/82/83
Fax No. 26387384

(m) Share Transfer System

The Company has entrusted the administrative work of share transfers, transmissions, issuance of duplicate certificates etc., and all tasks related to shareholdings to Mas Services Limited the Registrars and Share Transfer Agents.

(n) Address for correspondence

Particulars	Company	REGISTRAR AND SHARE TRANSFER AGENT
Contact Person:	Ms. Pooja Mahna Company Secretary	Mr. Sarwan Mangla
Address:	623A, Devika Tower, 6, Nehru Place, New Delhi- 110019	M/s. Mas Services Ltd. T-34, 2nd Floor, Okhla Industrial Area, Phase –II, New Delhi-1100200
Phone:	011-30888871	011 - 26387281/82/83
Fax:	011-30888873	011 - 26387384
E-mail:	bgilfilms@bgilinfo.com	

Declaration by Managing Director under Clause 49 of the Listing Agreement regarding compliance with Code of Conduct

In accordance with Clause 49 1D of the Listing Agreement with the Stock Exchange, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the financial year ended 31st March, 2009.

For BGIL Films & Technologies Limited

Sd/-
Rakesh Bhatia
Managing Director

CERTIFICATION

I, Rakesh Bhatia, Chairman cum Managing Director Certify that:

- (a) I have reviewed financial statement and the cash flow statement for the period ended 31.03.2009 and that to the best of my knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transaction entered into by the company during the period which is fraudulent, illegal or violative of the company's code of conduct.
- (c) Further, I accept responsibility for establishing and maintaining internal controls for financial reporting and accordingly, I have evaluated the effectiveness of the internal control systems of the company.
- (d) I have disclosed to the auditors and the audit committee, wherever applicable;
- i. Deficiencies in the design or operation of the internal controls, if any of which I am aware and the steps have been taken or propose to take rectify these deficiencies.
 - ii. Significant changes in the internal control over the financial reporting during the period;
 - iii. Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
 - iv. Instances of significant fraud of which I became aware and involvement therein, if any, of the management or an employee having a significant in the Company's internal control system.

For BGIL Films & Technologies Limited

Sd/-

Rakesh Bhatia

Chairman cum Managing Director

Place : New Delhi

Date : 27th August, 2009

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
BGIL Films & Technologies Ltd.

We have examined the compliance of conditions of Corporate Governance by BGIL Films & Technologies Ltd. formerly Known as Nam Credit & Investment Consultants Limited ("The Company") for the period ended on 31st March 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SNMG & CO.
Chartered Accountants

Sd/-

(NEERAJ GUPTA)

Partner

Membership No. 87004

Place : New Delhi

Date : 27th August, 2009

MANAGEMENT DISCUSSION & ANALYSIS
(As per Clause 49 of the Listing Agreement)

FORWARD LOOKING STATEMENTS

The financial statements of the Company have been prepared in compliance with the requirements of Companies Act, 1956 and the Generally Accepted Accounting Principals (GAAP) in India. The management of the Company accepts the responsibility for the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement have been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substances of transactions and reasonably present the Company's state of affairs of the Company

BUSINESS REVIEW

The Indian Media and Entertainment sector is one of the largest markets in the world, the industry is seeing strong growth and has the potential to garner US\$ 200 billion by 2015. Entertainment industry in India is presently in a consolidation phase as skills and resources are being pooled extensively. Besides adaptation to high-end digital technology, the entertainment industry is also witnessing rapid development of state-of-the-art studios and post production facilities.

The future prospects of Indian entertainment industry look to be extremely good. As India's profile rises on the global stage outside interest in India's culture and entertainment industry is also bound to grow. India has the world's biggest movie industry in terms of the number of movies produced. Presently, the technology of film-making in India is perhaps the best among all developing countries. Indian film industry is now increasingly getting professional and a lot of production houses are now working on corporate lines. Further, India has the third largest television market in the world behind only China and the USA. Today, television reaches about hundred million Indian households.

The company has grown to a level of due recognition in the industry and has its credit to have produced three commercial feature films namely 'With Luv...Tumhaara', 'Yeh Sunday Kyun Aata Hai' and 'The Saint Who Thought Otherwise'; the first film already released and the last two films have been completed and will be released during October/November 09; besides this three small medium budget films are also on floor.



With Luv...Tumhaara



**Yeh Sunday
Kyun Aata Hai**



**The Saint Who
Thought Otherwise**



Bridge to Terabithia

The Company has also showed a significant growth in the Distribution area with a vision to establish itself in the field of releasing and distributing overseas movies in Indian market. First International movie namely 'Bridge to Terabithia' presented by Walt Disney Pictures and Walden Media has already been released and distributed in Delhi, UP & Punjab circuits by the company..

The I.T. Division of the Company is also being focused equally by the management and steps are being taken for its further expansion which are detailed under the head 'Operations and Future Outlook'.

OPERATIONS AND FUTURE OUTLOOK

Presently, the Company is carrying on the activities relating to Media, Entertainment and films on one part and also focusing on allied technologies relating to Entertainment Industry including Information Technology. The management of the Company is well aware of the fact that these aforesaid sectors are growing very fast and to cope up with the present scenario in the related industries the management of the Company has taken following steps to strengthen its presence in the areas:

1. The Company has proposed to merge the following divisions by demerging the same from M/s. Bharatiya Global Infomedia Limited (a Company under the same Management):
 1. Digital Post Production Studio Division*1
 2. Digital Signage Division*2
 3. Films Production Division along with the Stock of Movies.

(In this connection, the Company has already obtained the No objection approval from BSE vide their letter dated May 4, 2009)

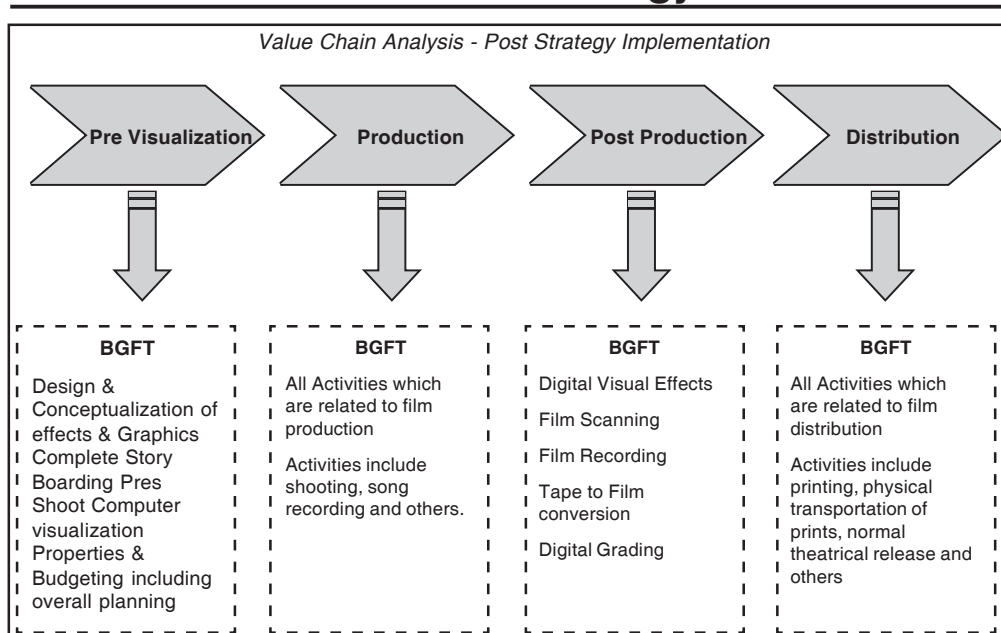
***1 Digital Post Production Studio Division**

Digital Post Production (Studio) division namely 'BGIL Studio' which is being merged with the Company is one of the leading integrated end to end Film's Digital Post Production and Visual Effects Services House offering a comprehensive spectrum of services ranging from visual effects, digital film studio (digital intermediate, high-resolution film scanning and film recording), telecine, editing, and motion control to High Definition production

- Has 5,400 sq. ft well located Studio-cum-Office at Andheri (W), Mumbai with infrastructure facilities for performing Digital Visual Effects, Film Scanning, Film Recording, Tape to Film conversion, Video SD/HD Offline / Online Editing and 3D Graphics and Flash Animations
- Division has skilled and well trained team of 48 professionals besides a number of contractors and business associates
- It has undertaken more than 250 Assignments including more than 75 films in last two and a half years duration and has built very good reputation with major production houses and studios

- The business strategy of the Company post merger of Digital Post Production Studio is as under:

Business Strategy



*2 Digital Signage Division

Digital Signage Division which is being demerged from Bharatiya Global Infomedia Limited has a large potential and will become a huge revenue model after the proposed merger of the same with the Company as Digital signage has really taking off in the past few years and is becoming a popular way to reach consumers by offering unique combination of Audio-Visual and IT Industry which facilitate control of media display from a Remote Server with pre-defined schedule or live broadcasting of events.

- DS is available in various editions like DS Lite Edition, DS Standard Edition, DS Enterprise Edition and Guru Edition
 - Target segment includes Educational Institutions, Retail Stores, Banks & Credit Unions, Transit, Transportation and Travel, Healthcare Facilities, Hospitals and Clinics etc.
 - Digital Signage offers a single digital media management platform allowing users to maintain a consistent experience for desktop users as well as on premises and is backed by the strength and scale of indigenous products, meaning that users can be assured that the application will be installed quickly and easily, and will receive the highest-quality ongoing support
- The Company is also proposing a merger of M/s Kriti Communications Private Limited (a same management company). The application for approval / no objection as required under Clause 24(f) of the Listing Agreement has already been forwarded to Bombay Stock Exchange Limited vide our letter dated 19th August, 2009. The rationale for this proposed amalgamation is perfect synergy of activities between the companies thereby enabling the Company to strengthen its presence in the related market.
 - The company is also entering into TV Serials and has already submitted 4 such pilots' projects with known channels; hopefully, during the current year this division will also be commercialized and will produce the desired results.

4. Further, Animation movies are the latest craze and also very commercially viable, therefore, in the future years, the Company is also planning to focus on this segment as this activity is a unique combination of both our present business segments and fast growing business activities.

All these initiatives are expected to augment the Company's value and to achieve far reaching success.

INTERNAL CONTROL SYSTEM

The Company remains committed to maintain internal control systems and procedures designed to provide reasonable assurance for orderly and efficient conduct of business and security of its assets and for preventing their unauthorized use or disposition and detecting frauds or irregularities, if any. The Company has laid enormous significance to develop internal control systems relating to all aspects of the business and has well-documented Operational Plans & Policies which are key to any organization for operational efficiency at all levels. The internal Control system are designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT

Industrial relations remained cordial and harmonious during the period under review.

RISK AND MANAGEMENT PERCEPTION

The Company faces general risk inherent in any business including political, legal, geographical, economical, environmental etc. and takes appropriate steps to mitigate them and reduce their impact to the extent possible. The Company has continued its drive towards stringent cost cutting measure and adopted continuous review of its activities.

STATUTORY COMPLIANCE

As the Company is proposing new initiatives, therefore, the management is in the process to comply all statutory requirements of the listing agreement of Stock Exchange(s), Companies Act, 1956 and other applicable laws, Rules & Regulations. The company has always strived towards compliance of all statutory requirements.

FINANCIAL MANAGEMENT

The management has new vision & style relating to financial aspect & managing funds. Therefore, the management is making plan to control & enhance the business, financial strength of the Company. The Company has a financial management information system in place, which involves preparation of a detailed business plan for the current year & next year. These are reviewed and amended every year.

AUDITORS' REPORT

To the Members of
BGIL FILMS & TECHNOLOGIES LIMITED

We have audited the attached Balance Sheet of BGIL FILMS & TECHNOLOGIES LIMITED as at 31st March 2009 and the Profit and Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report thereto:
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company, as we considered appropriate, and in terms of the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the company.
3. Further to our comments in annexure referred to in paragraph (3) above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, the company as required by law, has kept proper books of account so far as appears from our examination of such books.
 - (c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report, comply with the Accounting Standards referred in sub – section 3(C) of section 211 of the companies Act, 1956.
 - (e) On the basis of written representations received from the directors as on 31.03.2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2009 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said statements of accounts together with the notes appearing in Schedule of Notes, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2009;
 - ii) In the case of Profit and Loss Account, of the profit for the year ended on that date, and;
 - iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place : New Delhi
Dated: 30.06.2009

For **SNMG & CO.**
Chartered Accountants
Sd/-
(NEERAJ GUPTA)
Partner
Membership No. 87004

ANNEXURE TO THE AUDITORS' REPORT
(Referred to in paragraph 3 of our report of even date)

- (i) (a) The company has generally maintained proper records showing particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, the Fixed Assets are physically verified by the management at reasonable intervals in a phased verification programme, which in our opinion, is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off any part of its Fixed Assets so as to affect its going concern.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in internal controls.
- (v) (a) On the basis of the audit procedures performed by us and according to the information, explanations and representations given to us, we are of the opinion that, the transactions in which directors were interested as contemplated under section 297 and sub-section (6) of section 299 of the Companies Act, 1956, and which were required to be entered in the register maintained under section 301 of the Companies Act, 1956, have so entered.
- (b) According to the information and explanations given to us, transactions exceeding the value of Rs. 5,00,000/- have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits as defined under sections 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanations given to us, maintenance of cost records have not been prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) According to the records of the company, in our opinion the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and any other statutory dues applicable to it.
- (b) According to the information and explanations given to us, there are no undisputed amount payable in respect of income tax, sales tax, customs duty, wealth tax and excise duty were outstanding as on 31st March, 2009 for a period of more than six months from the date becoming payable.
- (x) The company has no accumulated losses as at 31st March, 2009 and it has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.

- (xi) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society.
- (xiv) In respect of shares, securities, debentures and other investments, dealt in or traded by the company, proper records have been maintained in respect of transactions and contracts, and timely entries have been made therein.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others, from banks or financial institutions during the year.
- (xvi) The Company has obtained term loans of Rs. 17,15,000/- during the current year.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) The company has not raised money by way of public issues during the year.
- (xxi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

Place : New Delhi
Dated: 30.06. 2009

For **SNMG & CO.**
Chartered Accountants
Sd/-
(NEERAJ GUPTA)
Partner
Membership No. 87004

BALANCE SHEET AS AT 31st MARCH 2009

	Schedule No.	As At 31.03.2009 (Rs.)	As At 31.03.2008 (Rs.)
SOURCES OF FUNDS			
I. SHARE HOLDER'S FUNDS :			
a) Share Capital	1	64,068,300.00	64,068,300.00
b) Reserves & Surplus	2	79,374,993.68	66,970,298.15
II. SECURED LOANS			
HDFC Bank		1,596,620.81	—
III. DEFERRED TAX			
Deferred Tax Liability		5,811,187.00	2,698,555.00
Total Funds Employed (I+II)		150,851,101.49	133,737,153.15
APPLICATION OF FUNDS			
I. FIXED ASSETS			
a) Gross Block	3	37,183,990.00	19,750,111.00
b) Less : Depreciation		8,551,556.82	4,302,473.83
Sub Total (a)		28,632,433.18	15,447,637.17
II. INVESTMENTS			
	4	43,319,297.30	43,349,297.30
III. CURRENT ASSETS , LOANS & ADVANCES			
a) Cash and Bank Balances	5	471,605.41	638,015.63
b) Loans & Advances	6	18,996,259.90	19,758,052.05
c) Sundry Debtors	7	83,238,963.32	44,401,264.69
d) Work in Progress		43,685,411.29	41,752,016.29
Sub Total (c)		146,392,239.92	106,549,348.66
IV. CURRENT LIABILITIES & PROVISIONS			
a) Current Liabilities	8	64,330,432.11	31,025,682.98
b) Provisions	9	3,793,202.80	1,375,294.00
Sub Total (d)		68,123,634.91	32,400,976.98
V. NET CURRENT ASSETS			
Sub Total (c) - Sub Total (d)		78,268,605.01	74,148,371.68
VI. MISCELLANEOUS EXPENDITURE			
	10	630,766.00	791,847.00
Total Funds Applied (I+II+V+VI)		150,851,101.49	133,737,153.15
NOTES ON ACCOUNTS			
	14		

As per Our Report of Even Date

For and on Behalf of Board of Directors

FOR SNMG & CO.

Chartered Accountants

Sd/-
NEERAJ GUPTA
Partner
M. No. 87004

Sd/-
RAKESH BHATIA
Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
Director

Place : New Delhi
Date : 30.06.2009

Sd/-
POOJA MAHNA
Company Secretary

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

Schedule No.	As at 31.03.2009 (Rs.)	As at 31.03.2008 (Rs.)
INCOME		
Income from Information Technologies/Services	235,845,984.15	195,055,875.00
Income from Media & Entertainment	25,625,100.00	10,136,148.00
Income from Investment & Finance	565,735.00	897,527.00
Other Income	—	1,560.00
	<u>262,036,819.15</u>	<u>206,091,110.00</u>
EXPENDITURE		
Purchases	216,918,369.35	183,266,547.00
Personnel Expenses 11	12,805,846.00	5,003,221.00
Establishment Expenses 12	8,472,464.78	5,287,837.13
Financial Charges 13	67,731.69	49,988.00
Depreciation	4,249,083.00	1,968,442.26
	<u>242,513,494.82</u>	<u>195,576,035.39</u>
PROFIT BEFORE TAX	19,523,324.33	10,515,074.61
LESS: PROVISIONS		
— FOR CURRENT TAX	3,793,202.80	1,375,294.00
— FRINGE BENEFIT TAX	195,087.00	123,233.00
— DEFERRED TAX	3,112,632.00	1,832,230.00
PROFIT AFTER TAX	12,422,402.53	7,184,317.61
LESS: PRIOR PERIOD ITEMS	17,707.00	33,240.00
SURPLUS AS PER PREVIOUS BALANCE SHEET	7,997,868.18	846,790.57
BALANCE CARRIED FORWARD	20,402,563.71	7,997,868.18
Basic & Diluted Earning per Share Rs.	2.42	1.41

NOTES ON ACCOUNTS

14

As per Our Report of Even Date

For and on Behalf of Board of Directors

FOR SNMG & CO.

Chartered Accountants

Sd/-
NEERAJ GUPTA
Partner
M. No. 87004

Sd/-
RAKESH BHATIA
Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
Director

Place : New Delhi
Date : 30.06.2009

Sd/-
POOJA MAHNA
Company Secretary

SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	As At 31.03.2009 (Rs.)	As At 31.03.2008 (Rs.)
SCHEDULE - 1 : SHARE CAPITAL		
AUTHORISED SHARE CAPITAL :	67,570,000.00	67,570,000.00
6757000 Equity Shares of Rs. 10/- each (P.Y. 6757000 Equity Shares of Rs. 10/- each)		
ISSUED, SUBSCRIBED & PAID UP	64,068,300.00	64,068,300.00
6406830 Equity Shares of Rs. 10/- each (Previous Year 6406830 Equity Shares of Rs. 10/- each)		
	64,068,300.00	64,068,300.00
SCHEDULE - 2 : RESERVES & SURPLUS		
General Reserve	4,400,229.97	4,400,229.97
RESERVES & SURPLUS		
Opening Balance		
Add: Net Surplus in Profit & Loss Account	20,402,563.71	7,997,868.18
	24,802,793.68	12,398,098.15
Share Premium Account	54,572,200.00	54,572,200.00
	79,374,993.68	66,970,298.15

SCHEDULE-3 : SCHEDULE OF FIXED ASSETS AS ON 31.03.2009

Description	Gross Block at Cost				Depreciation				Net Block	
	01.04.2008	Addition	Deduction	31.03.2009	01.04.2008	For the Year	Deduction	31.03.2009	31.03.2009	31.03.2008
Furniture & Fixtures	495,114.00	—	—	495,114.00	199,497.74	31,340.72	—	230,838.46	264,275.54	295,616.26
Office Equipments	563,175.00	35,296.00	—	598,471.00	420,137.75	41,303.08	—	461,440.83	137,030.17	143,037.25
Computer Equipments	17,496,822.00	15,213,053.00	—	32,709,875.00	3,625,819.85	4,077,892.00	—	7,703,711.85	25,006,163.15	13,871,002.15
Office Premises	1,195,000.00	—	—	1,195,000.00	57,018.90	19,478.50	—	76,497.40	1,118,502.60	1,137,981.10
Vehicles	—	2,185,530.00	—	2,185,530.00	—	79,068.28	—	79,068.28	2,106,461.72	—
TOTAL	19,750,111.00	17,433,879.00	—	37,183,990.00	4,302,474.24	4,249,082.58	—	8,551,556.82	28,632,433.18	15,447,636.76
PREVIOUS YEAR	8,246,111.00	11,814,400.00	310,400.00	19,750,111.00	2,472,665.57	1,968,442.26	138,634.00	4,302,473.83	15,447,637.17	196,797.00

SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	As At 31.03.2009 (Rs.)	As At 31.03.2008 (Rs.)
SCHEDULE - 4 : INVESTMENTS (AT COST)		
Unquoted Equity Shares		
950300 Shares of M/s. Bharatiya Global Infomedia Ltd.	42,072,993.30	42,072,993.30
24200 Shares of M/s. Bhatia Investment & Fin. Pvt. Ltd.	246,304.00	246,304.00
3000 Shares of M/s. Grindlay Finman Pvt. Ltd.	—	30,000.00
40000 Shares of M/s. Number One Finsec Pvt. Ltd.	1,000,000.00	1,000,000.00
	<u>43,319,297.30</u>	<u>43,349,297.30</u>
SCHEDULE - 5 : CASH & BANK BALANCES		
Cash in Hand (As per Cash Book & as certified by the management)	22,105.33	461,378.63
Balances with Scheduled Bank		
— In Current Account	449,500.08	176,636.99
	<u>471,605.41</u>	<u>638,015.62</u>
SCHEDULE - 6 : LOANS & ADVANCES		
Unsecured Considered Good		
Advances recoverable in cash or in kind for the value to be received	14,221,209.90	16,058,551.05
Share Application Money	509,000.00	509,000.00
Film Rights	1,200,000.00	1,800,000.00
Security Deposits	19,000.00	10,000.00
Tax Deducted at Source (A.Y. 2009-10)	3,047,050.00	1,380,501.00
	<u>18,996,259.90</u>	<u>19,758,052.05</u>
SCHEDULE - 7 : SUNDRY DEBTORS		
(Unsecured Considered Good)		
More than Six Months	11,833,875.70	9,510,101.19
Others	71,405,087.62	34,891,163.50
	<u>83,238,963.32</u>	<u>44,401,264.69</u>
SCHEDULE - 8 : CURRENT LIABILITIES		
Sundry Creditors	58,521,503.78	29,392,409.88
TDS Payable	428,012.00	580,316.10
Service Tax Payable	2,076,589.75	—
Fringe Benefit Tax	195,087.00	123,233.00
Other Current Liabilities	3,109,239.58	929,724.00
	<u>64,330,432.11</u>	<u>31,025,682.98</u>

SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	As At 31.03.2009 (Rs.)	As At 31.03.2008 (Rs.)
SCHEDULE - 9 : PROVISIONS		
Provision for Taxation	3,793,202.80	1,375,294.00
	<u>3,793,202.80</u>	<u>1,375,294.00</u>
SCHEDULE - 10 : MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Preliminary Expenses & Public Issue Expenses	791,847.00	952,928.00
Less: Written off during the year	161,081.00	161,081.00
	<u>630,766.00</u>	<u>791,847.00</u>
SCHEDULE - 11 : PERSONNEL EXPENSES		
Salary	11,745,200.00	4,346,789.00
Staff Welfare	1,060,646.00	656,432.00
	<u>12,805,846.00</u>	<u>5,003,221.00</u>
SCHEDULE - 12 : ESTABLISHMENT EXPENSES		
Printing & Stationary	151,625.00	66,814.00
Office Expenses	524,384.00	80,996.00
Postage & Telegram	63,168.00	37,215.00
Travelling Expenses	1,030,190.00	755,425.00
Communication Exp.	404,904.25	269,655.00
Rent	106,200.00	102,000.00
Insurance	41,551.00	—
Advertisement & Publicity	86,300.00	81,464.00
AGM Expenses	438,400.00	17,467.00
Misc. Exp.	66,505.72	18,345.39
Commission Charges	2,786,850.00	—
Loss on Sale of Assets	—	121,766.00
Annual Maint. Charges	48,500.00	43,821.00
Preliminary & issue Expenses written off	161,081.00	161,081.00
ROC Fees	4,500.00	11,000.00
Vehicle Maintenance/Hire Charges	378,794.81	17,990.26
Repairs & Maintenance	207,500.00	16,920.00
Legal & Professional Fees	75,435.00	511,700.00
Film Right Expenses	600,000.00	2,100,000.00
Books & Periodicals	98,459.00	9,325.00
Conveyance	979,117.00	675,915.00
Electricity & Gen. Charges	170,057.00	20,956.00
Fees, Rates and Taxes	14,089.00	64,629.48
Auditors' Remuneration	19,854.00	22,472.00
Loss on Sale of Investment	—	15,880.00
Listing Fees	15,000.00	65,000.00
	<u>8,472,464.78</u>	<u>5,287,837.13</u>
SCHEDULE - 13 : FINANCIAL CHARGES		
Financial Charges	67,731.69	49,988.00
	<u>67,731.69</u>	<u>49,988.00</u>

SCHEDULE - 14 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES:

- (a) **General:** Accounting Principles not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles. The company prepares its accounts on accrual basis, except otherwise stated, in accordance with normally accepted policies. The accounts are prepared on historical cost basis and as a going concern.
- (b) **Revenue Recognition :** The Company's income from operation is accounted for on accrual basis.
- (c) **Fixed Assets:** All the Fixed Assets have been stated on cost inclusive of incidental expenses less accumulated depreciation.
- (d) **Depreciation:** Depreciation is calculated on Fixed Assets on straight-line method in accordance with the schedule XIV as amended of the Companies Act, 1956
- (e) **Investments:** Investments are stated as cost.
- (f) **Current Assets:** Current Assets are stated at Cost or Market value whichever is lower except Stock in Trade, held in shares and debentures, which have been valued at Cost Price.
- (g) **Miscellaneous expenditure:** Preliminary Expenses & Public Issue Expenses are being written off over a period of 10 years.
- (h) **Retirement Benefits:** Provision for Gratuity will be accounted for on the retirement / cessation of employment. No amount has been charged to Profit & Loss Account on account of gratuity during the previous year.
- (i) **Contingent Liabilities:** Unprovided contingent liabilities are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.
- (j) **Taxation :** Provision for Taxation has been made in accordance with the Income Tax Act, 1961. Deferred tax resulting from timing difference between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallise. The Policies not specifically mentioned above are in agreement with the Accounting Standards issued by the Institute of Chartered Accountants of India.

B. NOTES TO ACCOUNTS

1. Estimated amount of contract remaining to be executed on capital account and not provided for Rs Nil (Previous Year Rs Nil).
2. Contingent Liabilities not provided for :
- | | |
|--|----------------------------|
| a. Guarantees given by the company | Rs Nil (Previous Year Nil) |
| b. Claims against the company not acknowledge as debts | Rs Nil (Previous Year Nil) |
3. Quantitative information required to be given under paragraph 3, 4C and 4D of part-II of Schedule VI to the Companies Act, 1956.
- a. **Purchase and Sale**

Particulars	Purchase Qty.	Sale Qty.
1GB DDR MM	1584	1584
2GB DDR Memory Module	8248	8248
512MB DDR MM	145	145
CK (K & Mouse)	9635	9635
DAX108F Routers	160	160
DBI Antenna	1866	1866
DBI Panel	2188	2188
HP 10622 G2 Pallet Rack	50	50



Particulars	Purchase Qty.	Sale Qty.
HP 10622 G2 Shock Rack	40	40
HP Printer	15	15
HP Proliant DL165 G5 Server	15	15
HP Proliant DL320 G3 Fireball	50	50
HP Proliant DL385 G5 Server	20	20
HP Proliant DL585 G5 Server	10	10
HP Proliant DL785 G5 Server	20	20
Huawai Router1831-E	395	395
Intel Core2due 2.53 GHZ	1821	1821
INTEL CORE2DUO 1.80 Ghz	4792	4792
Intel Core2Duo 2.00 Ghz	660	660
Intel Core2Duo 2.66 Ghz	2549	2549
Intel Core2Duo 3.00 Ghz	833	833
Intel Dual Core 2.20 Ghz	892	892
Intel Dual Core 2.40 Ghz	316	316
LeneovaC2DE4600/1GB/160GB/DVD	75	75
Leneova E2180/512MB/160GB/DOS	175	175
Leneova R61SBPT8100*216MB14WV	20	20
LeneovaThinkpadT5550/512MB/12	40	40
LeneovaThinkpadT8100/1GB/160GB	40	40
Leneova VBU-C2DT5750/1GB/S160GB	30	30
Maipu Routers with RM-2	200	200
Marconi 2.4Ghz BSR Ext.	70	70
MARCONI BSR	124	124
MARCONI SPR	495	495
Seagate 160 GB Sata HDD	2685	2685
Seagate 500 GB SATA HDD	2747	2747
Software	1	1
Speaker Multimedia	149	149
Squire Grid Antenna	934	934

b. Opening and Closing Stock

Particulars	Opening Stock Qty.	Closing Stock Qty.
1GB DDR MM	NIL	NIL
2GB DDR Memory Module	NIL	NIL
512MB DDR MM	NIL	NIL
CK (K & Mouse)	NIL	NIL
DAX108F Routers	NIL	NIL
DBI Antenna	NIL	NIL
DBI Panel	NIL	NIL
HP 10622 G2 Pallet Rack	NIL	NIL
HP 10622 G2 Shock Rack	NIL	NIL

Particulars	Opening Stock Qty.	Closing Stock Qty.
HP Printer	NIL	NIL
HP Proliant DL165 G5 Server	NIL	NIL
HP Proliant DL320 G3 Fireball	NIL	NIL
HP Proliant DL385 G5 Server	NIL	NIL
HP Proliant DL585 G5 Server	NIL	NIL
HP Proliant DL785 G5 Server	NIL	NIL
Huawai Router1831-E	NIL	NIL
Intel Core2due 2.53 GHZ	NIL	NIL
INTEL CORE2DUO 1.80 Ghz	NIL	NIL
Intel Core2Duo 2.00 Ghz	NIL	NIL
Intel Core2Duo 2.66 Ghz	NIL	NIL
Intel Core2Duo 3.00 Ghz	NIL	NIL
Intel Dual Core 2.20 Ghz	NIL	NIL
Intel Dual Core 2.40 Ghz	NIL	NIL
LeneovaC2DE4600/1GB/160GB/DVD	NIL	NIL
Leneova E2180/512MB/160GB/DOS	NIL	NIL
Leneova R61SBPT8100*216MB14WV	NIL	NIL
LeneovaThinkpadT5550/512MB/12	NIL	NIL
LeneovaThinkpadT8100/1GB/160GB	NIL	NIL
Leneova VBU-C2DT5750/1GB/S160GB	NIL	NIL
Maipu Routers with RM-2	NIL	NIL
Marconi 2.4Ghz BSR Ext.	NIL	NIL
MARCONI BSR	NIL	NIL
MARCONI SPR	NIL	NIL
Seagate 160 GB Sata HDD	NIL	NIL
Seagate 500 GB SATA HDD	NIL	NIL
Software	NIL	NIL
Speaker Multimedia	NIL	NIL
Squire Grid Antenna	NIL	NIL

4. Some of balances grouped under Sundry Debtors, Sundry Creditors, and Advances recoverable are under confirmation from respective parties.
5. In the opinion of Board of Directors and explanations given to us, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision for depreciation and all known liabilities are adequate.
6. In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were:
 - (a) Employed throughout the period at remuneration, which in aggregate was not less than Rs. 24,00,000/- per annum (including Directors) — Nil
 - (b) Employed for part of period at remuneration which in aggregate was not less than Rs. 2,00,000/- per month (including Directors) — Nil
7. **Earning & Expenditure in foreign exchange**
 - a) CIF value of Imports
Raw Materials — NIL
 - b) Expenditure
Interest — NIL



8. Balance Sheet Abstract and Companies' General Business Profit as required under Part IV of Schedule VI to the Companies Act, 1956.

I. Registration Details	35572
State Code	55
Balance Sheet Date	31.03.2009
II. Capital raised during the year (Amount in Rs. Thousand)	
Public Issue	NIL
Rights Issue	NIL
Private Placement	NIL
III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)	
Total Assets	218975
Total Liabilities	218975
Sources of Funds	
Paid-up Capital	64068
Reserves and Surplus	79375
Secured Loans	1597
Unsecured Loans	NIL
Deferred Tax Liability	5811
Application of Funds	
Net Fixed Assets	28632
Investments	43319
Net Current Assets	78269
Misc. Expenditure	631
IV. Performance of Company (Amount in Rs. Thousands)	
Turnover (including other Income & increase in stock)	262037
Total Expenditure	242514
Profit/Loss Before Tax	19523
Profit/Loss after Tax	12422
Earning per share in Rs.	2.42
Dividend Rate %	NIL
V. Generic Names of three principal products/services of the Company (As per monetary terms)	
Item Code No.	: Not Applicable
Product Description	: Distribution of Films
Item Code No.	: Not Applicable
Product Description	: Computer Hardware/Software
Item Code No.	: Not Applicable
Product Description	: Investments & Finance

9. In the previous year, the company has been engaged in the business of “Investment & Finance”, “Film Production & Distribution” and “Information Technology”.

Segment Reporting

Particulars	Information Technologies /Services	Film Production & Distribution	Investment & Finance	Total
1. Segment Revenue				
Sales/ Net Income	235845984	25625100	565735	262036819
Less: Inter-segment Revenue	—	—	—	—
	235845984	25625100	565735	262036819
2. Segment Results				
Profit/(loss) before tax and interest from each segment	15700021	7687530	452588	23840139
Less:				
Interest	67732	—		67732
Un-allocable expenditure	—	—		4249083
Total Profit/(Loss) before Tax	15632289	7687530	452588	19523324
Less: Provision for Current Tax	—	—		3793203
Less: Provision for Fringe Benefit Tax	—	—		195087
Total Profit/(Loss) after Tax	—	—		15535034
Less: Deferred Tax Liabilities	—	—		3112632
Less: Prior Period Items	—	—		17707
Net Profit/(Loss)	—	—		12404695

Note:

- 1) Segments have been identified in line with Accounting Standard - 17 (AS-17) on Segment Reporting issued by the Institute of Chartered Accountants of India, taking into account the nature of activities as well as the differential risks and returns attached. The Company's operation predominantly relates to the following segments:
 - a) Information Technologies/Services
 - b) Film Production and Distribution
 - c) Investment & Finance
- 2) There is no inter-divisional or inter segmental transfer of goods and services.

10. Earnings per share (EPS) -

	2008-09	2007-08
Profit / (Loss) attributable to the Shareholders	15535034	9010692
Basic / Weighted Average number of Equity Shares outstanding during the year	6406830	6406830
Nominal value of Equity Share	10.00	10.00
Basic / Weighted Earning per Share	2.42	1.41

11. **Related party Disclosure** (where transactions have taken place): In terms of Accounting Standard AS-18, all related parties have been identified by management and relied upon by the auditors.

a) Key Management Personnel:

Sh. Rakesh Bhatia	- Director
Sh. Sanjay Kapoor	- Director
Sh. Ashok Juneja	- Director



b) Name of Related Parties & description of relationship

(i) Related Parties where control exists:

Bharatiya Global Infomedia Limited
Bhhatia Investment & Finance (P) Ltd.
Number One Finsec (P) Ltd.
Grindlay Finman (P) Ltd.

(ii) Key Management Personnel : Rakesh Bhhatia – Director

c) Details of Transactions:-

(i) Companies where control exists

Transactions:

	<i>As on 31.03.2009</i> (Rs.)	<i>As on 31.03.2008</i> (Rs.)
* Sale of Hardware	11320405	42553515
*Purchase of Hardware	10338612	39566300
Outstanding as at Balance Sheet Date		
*Payables	494040	7106254
Receivable	8034874	12155003

(ii) Key Management Personnel & their relatives

Transactions:

	<i>As on 31.03.2009</i> (Rs.)	<i>As on 31.03.2008</i> (Rs.)
Share App. Money Recd.	NIL	NIL
Outstanding as at Balance Sheet Date		
Amount Payable	NIL	NIL
Amount Receivable	NIL	NIL

12. Deferred Tax Liabilities for the period ended 31.03.2009 comprises of:

<i>Particulars</i>	<i>As on 01.04.2008</i>	<i>During the period</i>	<i>As on 31.03.2009</i>
On account of Difference of Book Depreciation & Tax Depreciation	2698555	3112632	5811187

13. Previous year figures have been re-grouped, re-arranged and/or re-casted, wherever considered necessary so as to make them comparable with the current year figures.

14. Above mentioned Significant Accounting policies and notes on Accounts form an integral part of the Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date and have been duly authenticated.

As per Our Report of Even Date

For and on Behalf of Board of Directors

FOR SNMG & CO.

Chartered Accountants

Sd/-
NEERAJ GUPTA
Partner
M. No. 87004

Sd/-
RAKESH BHATIA
Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
Director

Place : New Delhi
Date : 30.06.2009

Sd/-
POOJA MAHNA
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2009

	As At 31.03.2009 (Rs.)	As At 31.03.2008 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	19523324.33	10,515,074.61
ADD: Adjustments for		
— Depreciation	4249083.00	1,968,442.26
— Loss on sale of Investments	—	15,880.00
— Loss on sale of assets	—	121766.00
	<u>4249083.00</u>	<u>2,106,088.26</u>
	<u>23772407.33</u>	<u>12,621,162.87</u>
LESS : Adjustments for		
— Interest Received	565735.00	897,527.00
Cash from Operations	<u>23,206,672.33</u>	<u>11,723,635.87</u>
Adjustments for:		
— (Increase) / Decrease in Loans & Advances	761792.15	5,007,506.95
— Increase / (Decrease) in Sundry Receivables	(38837698.63)	(8,881,311.07)
— (Increase) /Decrease in Other Current Assets	(1933395.00)	(6,249,541.29)
— Increase / (Decrease) in Sundry Payables	33304749.13	11,983,061.61
	<u>(6704552.35)</u>	<u>1,859,716.20</u>
Net Cash generated from Operations after Working Capital Changes	<u>16502119.98</u>	<u>13,583,352.07</u>
Add: Extra ordinary Items	161081.00	161081.00
Less: Previous year adjustments	17707.00	33,240.25
Less: Provision for tax/ tax paid	1570381.00	425,372.00
Net Cash Flow from Operating Activities	<u>15075112.98</u>	<u>13,285,820.82</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(17433879.01)	(11,814,400.00)
Purchase of Investments	—	(14,701,920.00)
Sale of Investments	30,000.00	12,673,000.00
Sale of Assets	—	50,000.00
Net Cash used in Investing Activities	<u>(17403879.01)</u>	<u>(13,793,320.00)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from new Borrowings	1715000.00	—
Repayment of Borrowings	(118379.19)	(49,545.61)
Interest Paid	—	—
Interest Received	565735.00	897,527.00
Net Cash used in Financing Activities	<u>2162355.81</u>	<u>847,981.39</u>
Net Cash Flow during the year (A+B+C)	<u>(166410.22)</u>	<u>340,482.21</u>
Cash & Cash Equivalents (Opening)	638015.63	297,533.42
Cash & Cash Equivalents (Closing)	471605.41	638,015.63

For and on Behalf of Board of Directors

Place : New Delhi
Date : 30.06.2009

Sd/-
(RAKESH BHATIA)
Chairman cum Managing Director

Sd/-
(SANJAY KAPOOR)
Director

Sd/-
(POOJA MAHNA)
Company Secretary

AUDITORS REPORT

I/We have verified the above cash flow of BGIL Films & Technologies Limited for the year ended 31st March 2009, derived from the audited financial statements and the books and records maintained by the company for the year ended 31st March, 2009 and found the same in agreement herewith.

Place : New Delhi
Date : 30.06.2009

Sd/-
(NEERAJ GUPTA)
Partner
Membership No. 87004



BGIL

Films & Technologies Ltd.

Regd. Office: 623A, Devika Tower, 6, Nehru Place, New Delhi-110 019

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue

Name of the attending member (In block letters) Mr. /Mrs. /Miss.....

Name of the proxy (in block letters to be filled in by Proxy attending instead of the member.....

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

I hereby record my presence at the TWENTIETH ANNUAL GENERAL MEETING on Wednesday, the 30th September 2009, at 3:30 P.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

.....
Member's Signature

.....
Proxy's Signature

Note:

- 1. Shareholders / proxies are requested to bring the attendance slip with them.
- 2. Additional/Duplicates attendance slips will not be issued the meeting hall.

*Applicable for investors holding share in electronics form.

✂----- Tear Here -----✂



BGIL

Films & Technologies Ltd.

Regd. Office: 623A, Devika Tower, 6, Nehru Place, New Delhi-110 019

PROXY FORM

I/We.....of.....being a member/Members of **BGIL FILMS & TECHNOLOGIES LTD.** hereby appoint.....of..... as my / our proxy to attend and vote for me /us on my / our behalf at the TWENTIETH ANNUAL GENERAL MEETING on Wednesday, the 30th September 2009, at 3:30 P.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, and at any adjournment thereof.

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

Date:

Signature:

Affix
Re. 1/-
Revenue
Stamp

Note: The Proxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.

* Applicable for investors holding shares in electronic form.

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BGIL
Films & Technologies Ltd.

ANNUAL REPORT 2008-2009

BOARD OF DIRECTORS

Mr. Rakesh Bhhatia	<i>Chairman cum Managing Director</i>
Mr. Ashok Kumar Juneja	<i>Director</i>
Mr. Sanjay Kapoor	<i>Director</i>

COMPANY SECRETARY

Ms. Pooja Mahna

AUDITORS

M/s. SNMG & Co.
Chartered Accountants
E-35, LGF, Basement, Lajpat Nagar-III,
New Delhi - 110024

BANKERS

ICICI Bank
Indian Bank

REGISTERED OFFICE

623A, Devika Tower, 6, Nehru Place,
New Delhi – 110019
Email:- bgilfilms@bgilinfo.com
Website : www.bgilfilms.com

BRANCH OFFICE

C- Wing, Amaltas, Above HDFC Bank,
Juhu Versova Link Road,
Andheri (W), Mumbai - 400053

REGISTRAR & SHARE TRANSFER AGENT

M/s. Mas Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi - 110020

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