

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **M/s BGIL FILMS & TECHNOLOGIES LIMITED (SCRIP: 511664)**

Quarter ending on: **31<sup>ST</sup> MARCH, 2011**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I	Yes	Yes
(A) Composition of Board	49(IA)	Yes	2/3 <sup>RD</sup> of Board Comprise of Independent Directors i.e. Two Directors out of total Three Directors are Independent Directors & Chairman is Executive Director.
(B) Non-Executive Directors' compensation & disclosures	49 (IB)	Yes	NA
(C) Other provisions as to Board and Committees	49 (IC)	Yes	NA
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Two- third Members of the Committee are Independent Directors
(B) Meeting of Audit Committee	49 (IIB)	Yes	NA
(C) Powers of Audit Committee	49 (IIC)	Yes	NA
(D) Role of Audit Committee	49 (IID)	Yes	NA
(E) Review of Information by Audit Committee	49 (IIE)	Yes	NA
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	There is no Subsidiary Company.
<b>IV. Disclosures</b>	49 (Yes)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	NA
(B) Board Disclosures	49 (IV B)	Yes	NA
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	NA
(D) Remuneration of Directors	49 (IV D)	Yes	NA
(E) Management	49 (IV E)	Yes	NA
(F) Shareholders	49 (IV F)	Yes	Will be complied with in next Annual Report
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	NA
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied with in next Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	NA

For **BGIL FILMS & TECHNOLOGIES LTD.**



**Renu Kamra**  
**COMPANY SECRETARY**