

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending on: **30<sup>th</sup> June, 2015**


Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Presently the Board comprise of Six (5) Directors, consisting of one (1) Executive Directors, one (1) Non-Executive Non-Independent Director and three (3) Non-Executive Independent Directors.
(B) Independent Directors	49 (IIB)	Yes	Three (3) Independent Directors are on the Board of the Company complying with the provisions of Clause 49.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	Details will be disclosed in Annual Report of 2014-15.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	The Company has formulated and adopted a Code of Business Conduct which is applicable to its Directors and Senior Management. The said code has been posted on its website.
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is in place which is uploaded on the website of the Company.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Committee consists of 5 members out of which 3 members are independent members. All members are financially literate. The Chairman of the Committee is an Independent Non-Executive Director.

(B) Meeting of Audit Committee	49 (IIIB)	Yes	The Committee is regular in holding meetings as per listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Audit Committee has all the Powers, to carry on their work, effectively and efficiently.
(D) Role of Audit Committee	49 (IIID)	Yes	Complied as per clause 49 of Listing agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied as per clause 49 of Listing agreement.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Committee comprise of 3 Independent Directors.
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	Company has no Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	The Company has put in place a Corporate Risk Management Framework. Risk Management Committee is constituted in accordance with provisions of Clause 49.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Related Party transaction are disclosed in quarterly results as per the listing Agreement.
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Details will be disclosed in Annual Report of 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Treatment different from that Accounting Standards has not been followed in preparation of the Financial statements.
(C) Remuneration of Directors	49 (VIII C)	Yes	For FY 2014-15 will be complied in the next Annual Report.
(D) Management	49 (VIII D)	Yes	For FY 2014-15 will be complied in the next Annual Report.
(E) Shareholders	49 (VIII E)	Yes	For FY 2014-15 will be complied in the next Annual Report.



(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	Company has not come out with any public Issues, Right Issues, Preferential issues, etc.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	For FY 2014-15 will be complied in the next Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Detailed compliance report will be provided in Annual Report of 2014-15.
<b>XI. Compliance</b>	49 (XI)	Yes	Certificate will be annexed with Annual Report of 2014-15.

For **BGIL FILMS & TECHNOLOGIES LIMITED**

  
**Rakesh Bhatia**  
Chairman



**Date: 15<sup>th</sup> July, 2015**  
**Place: New Delhi**