

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF  
THE LISTING AGREEMENT**

Name of the Company: **BGIL FILMS & TECHNOLOGIES LTD.**

Quarter ending on: **30<sup>TH</sup> JUNE, 2009**

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

For **BGIL FILMS & TECHNOLOGIES LTD.**

*Pooja Mahna*

**Pooja Mahna**  
Company Secretary & Compliance Officer

