



BGIL
Films & Technologies Ltd.

By Email/ Courier

Ref: BGFT/BSE/QR03/01/2015

Date: 12th January, 2015

To,

The General Manager (Listing),
Bombay Stock Exchange Limited,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai-400 001.

Sub: Corporate Governance Report under Clause 49 of Listing Agreement

(ISIN: INE443D01018)

(SCRIP CODE: 511664)

Dear Sir/ Madam

Please find enclosed herewith the Report on Corporate Governance for the Quarter Ended 31st December, 2014 under Clause 49 of Listing Agreement.

Kindly take a note of the same for your further needful.

Thanking You,

Yours Sincerely,

For **BGIL Films & Technologies Limited**


Jaya Misra
Executive Director

Encl- a/a

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending on: **31st December, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Presently the Board comprise of Six(6) Directors, consisting of Two(2) 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 disclosed in Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.
(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.
III. Audit Committee	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.

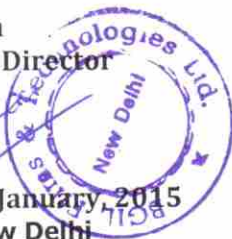


(B) Meeting of Audit Committee	49 (IIIB)	Yes	The Committee is regular in holding meetings as per listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Audit Committee has all the Powers, to carry on their work, effectively and efficiently.
(D) Role of Audit Committee	49 (IIID)	Yes	Complied as per clause 49 of Listing agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	Complied as per clause 49 of Listing agreement.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Committee comprise of 3 Independent Directors.
V. Subsidiary Companies	49 (V)	N.A.	Company has no Subsidiary Company.
VI. Risk Management	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.
VII. Related Party Transactions	49 (VII)	Yes	Related Party transaction are disclosed in quarterly results as per the listing Agreement.
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Details disclosed in Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.
(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.
IX. CEO/CFO Certification	49 (IX)	Yes	For FY 2014-15 will be complied in the next Annual Report.
X. Report on Corporate Governance	49 (X)	Yes	Detailed compliance report provided in Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.
XI. Compliance	49 (XI)	Yes	Certificate annexed with Annual Report of 2013-14. For FY 2014-15 will be complied in the next Annual Report.

For **BGIL FILMS & TECHNOLOGIES LTD.**

Jaya Misra
Executive Director



Date: 12th January, 2015
Place: New Delhi