



**BGIL**  
Films & Technologies Ltd.

**By Email/ Courier**

Ref: BGFT/BSE/QR02/10/2014

Date: 15<sup>th</sup> October, 2014

To,

**The General Manager (Listing),**  
Bombay Stock Exchange Limited,  
25<sup>th</sup> 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 30<sup>th</sup> September, 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**

  
**Renu Kamra**  
Company Secretary



Encl- a/a

## 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> September, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	Presently, the Board comprises of Six Directors, consisting of one Non-Executive Non-Independent Director and three Non-executives, Independent Directors, and Two Executive Directors.
(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	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.
<b>II. Audit Committee*</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Two- third Members of the Committee consists of Independent Non-Executive Directors. The Chairman of the Committee is an Independent Non- Executive Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	The Committee is regular in holding meetings.
(C) Powers of Audit Committee	49 (IIC)	Yes	Audit Committee has all the Powers, to carry on their work, effectively and efficiently.
(D) Role of Audit Committee	49 (IID)	Yes	Complied as per clause 49 of Listing agreement.



(E) Review of Information by Audit Committee	49 (IIE)	Yes	Complied as per clause 49 of Listing agreement.
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	There is no Subsidiary Company.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Details disclosed in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Treatment different from that Accounting Standards has not been followed in preparation of the Financial statements.
(C) Board Disclosures	49 (IV C)	Yes	Have been complied with.
(D) Proceeds from public issues, rights Issues, preferential issues etc.	49 (IV D)	N.A	The Company has not raised any money through public issues, rights issues, preferential issues etc. in This quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	Details disclosed in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
(F) Management	49 (IV F)	Yes	Details disclosed in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
(G) Shareholders	49 (IV G)	Yes	Details disclosed in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.





<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Certificate received for FY 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Detailed compliance report provided in Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.
<b>VII. Compliance</b>	49 (VII)	Yes	Certificate annexed with Annual Report of 2013-2014. For FY 2014-2015 will be complied in the next Annual Report.

For **BGIL FILMS & TECHNOLOGIES LTD.**

  
Renu Kamra

Company Secretary & Compliance Officer

Date: 15.10.2014

Place: New Delhi