

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending on: **30th JUNE, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	Presently, the Board comprises of Five Directors, consisting of two Non-Executive Non-Independent Directors and three Non-executives. Independent 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.
II. Audit Committee*	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 (III)	Yes	Complied as per clause 49 of Listing agreement.
III. Subsidiary Companies	49 (III)	N. A.	There is no Subsidiary Company.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Will be complied in the annual report 2013-14.
(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	Will be complied in the annual report 2013-14.
(F) Management	49 (IV F)	Yes	Will be complied in the annual report 2013-14
(G) Shareholders	49 (IV G)	Yes	Will be complied in the annual report 2013-14
V. CEO/CFO Certification	49 (V)	Yes	Will be complied at the time of approval of financial statements for the year ended March 31, 2014.

VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the annual report 2013-14
VII. Compliance	49 (VII)	Yes	Will be complied in the annual report 2013-14.

For BGIL FILMS & TECHNOLOGIES LTD.


Renu Kamra

Company Secretary & Compliance Officer

Date: 14.07.2014
Place: New Delhi