



**BGIL**

**Films & Technologies Ltd.**

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Ref: BGFT/BSE/AGM/CLAUSE35A

Dated: 01<sup>st</sup> Oct, 2015

To,

The General Manager (Listing)  
Department of Corporate Services  
**The Bombay Stock Exchange Limited**  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai - 400001.

**Sub: Submission of Voting Results of AGM held on 29<sup>th</sup> Sep 2015**

**Scrip Code: 511664**  
**ISIN: INE443D01018**


Dear Sir/Madam,

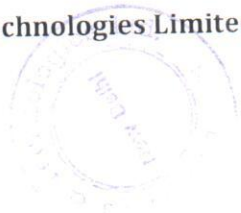
We are submitting the Voting results including E-voting pursuant to clause 35A of the listing agreement.

You are requested to acknowledge the same and oblige us.

Thanking you.

Yours Truly  
For **BGIL Films & Technologies Limited**

  
Divya Sharma  
Company Secretary



**Outcome of 26<sup>th</sup> Annual General Meeting (AGM) of BGIL Films & Technologies Limited- details of voting Results (As per Clause 35A of Listing Agreement)**

| Sl No. | Description   | particulars  |              |              |               |                  |
|--------|---|--|--------------|--------------|---------------|------------------|
| A      | Date of the AGM   | 29 <sup>th</sup> September, 2015                                     |              |              |               |                  |
| B      | Book-Closure Date   | 23 <sup>rd</sup> September, 2015 to 29 <sup>th</sup> September, 2015 |              |              |               |                  |
| C      | Total No. of Shareholders on record   | 6904   |              |              |               |                  |
| D      | No. of Shareholders present in the meeting either in person or through proxy              |  |              |              |               |                  |
|        | <b>Shareholders</b>   | <b>In Person</b>   | <b>proxy</b> | <b>Total</b> | <b>Shares</b> | <b>% Capital</b> |
|        | Promoters and Group   | 9  | 1            | 10           | 3335706       | 29%              |
|        | Public  | 22   | -            | 22           | 2715652       | 24%              |
|        | <b>Total</b>  | <b>32</b>  | <b>-</b>     | <b>32</b>    |               |                  |
| E      | No. of Shareholders present in the meeting either in person or through Video Conferencing |  |              |              |               |                  |
|        | <b>Shareholders</b>   | <b>In person</b>   | <b>Proxy</b> | <b>Total</b> |               |                  |
|        | Promoters and Group   | N.A  | N.A          | N.A          | -             | -                |
|        | Public  | N.A  | N.A          | N.A          | -             | -                |

The mode of voting for all the resolution was:

1. E-voting conducted between September 26, 2015 to September 28, 2015 and
2. Poll conducted at the meeting.
3. Combined result of e-voting and poll on the Resolutions at the 26<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2015.

Date: 29-09-2015

Place: Delhi



Divya Sharma

Company Secretary







**CONSOLIDATED SCRUTINIZER'S REPORT**

**(E-VOTING & POLLING PROCESS)**

[Pursuant to section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies, (Management and Administration) Rules, 2014 as amended]

To,  
**The Chairman**  
**Annual General Meeting of the Equity Shareholders of**  
**M/s. BGIL Films & Technologies Limited.**

**Date: 01.10.2015**

**In the matter of AGM held on Tuesday, 29<sup>th</sup> September, 2015 at 11:30 A.M. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi – 110019.**

**Dear Sir,**

I, Prashant Singh, Partner of K. K. Singh & Associates, Company Secretaries, Gurgaon having head office at Plot No. 384P, Sector-40, Gurgaon (HR.)-122003, have been appointed by the Board of Directors of M/s. **BGIL Films & Technologies Limited** ("The Company") as the Scrutinizer for the purpose of scrutinizing the e-voting & Polling process in a fair and transparent manner and ascertaining the requisite majority on e-voting & Poll carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended time to time in respect of the resolutions contained in the Notice of the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 28<sup>th</sup> September, 2015 at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi – 110019 at 11:30 A.M.

1. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means and poll process as on resolutions contained in the Notice of the 26<sup>th</sup> Annual General Meeting of the members of the Company. As the Scrutinizer for the e-voting & Poll process, my role and responsibility are limited to make a Consolidated Scrutinizer's Report of the votes cast in respect of the resolutions contained in the Notice of 26<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company. At the AGM, though the requisite number of members was present to constitute the quorum but the members voted on the Proxy Form instead of voting on the prescribed form i.e. MGT-12. Therefore, the scrutinizer is not considering the votes casted through Poll Process and declaring it as invalid. This report is based on the results of the e-voting only.
2. Further to above, I submit my Report as under:
  - (i) The e-voting period was kept open from Saturday, 26<sup>th</sup> September, 2015 at 9:00 A.M. till Monday, 28<sup>th</sup> September, 2015 at 5:00 P.M.






**K. K. SINGH & ASSOCIATES**  
**COMPANY SECRETARIES**

- (ii) The members holding shares as on the record date/cutoff date i.e. 23<sup>rd</sup> September, 2015 were entitled to vote on the proposed resolutions i.e. item no. 1 to 4 as set out in the Notice of the 26<sup>th</sup> AGM of the Company.
- (iii) Accordingly, the electronic votes casted were taken into account and at the end of this e-voting period on 28<sup>th</sup> September, 2015 at 5:00 P. M. the NSDL portal was blocked for voting.
- (iv) The Votes casts through Poll at AGM and thereafter votes casts through remote e-Voting were unblocked in the presence of two witnesses i.e. Ms. Richa Singh and Ms. Geetanjali Aggarwal, who are not in the employment of the Company. They have signed below in confirmation of the votes being opened in their presence.
- (v) The details of shareholders who opted for the remote e-Voting and the details of Shareholders who opted for voting through polling paper at AGM are summarized hereunder in tabular form. The vote counting has been done based on each share having each vote while counting the vote casted on resolution. The scrutinizer has not considered the votes casted through Poll Process thereby declared those votes as invalid since those votes were not on prescribed form. The report is based on the results of the e-voting only.
- (vi) Thereafter the details containing, inter alia, list of Equity Shareholders, who voted “for” and/or “against” each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://evoting.nsdl.com>

**Based on the reports generated and prepared, the results of the e-voting and Polling process are as under:**

**a) Resolution No.1**

**Adoption of the Audited Financial Statement of the company for the Financial Year ended March 31, 2015 the Reports of Auditors and Directors thereon.**

| Particulars<br>(Mode of<br>Voting) | Votes in Favor of<br>Resolutions |   | Votes against the<br>Resolution |   | Invalid<br>Votes (In<br>Nos.) |
|------------------------------------|----------------------------------|---|---------------------------------|---|-------------------------------|
|                                    | Nos.                             | % of total<br>no. of valid<br>vote casted | Nos.                            | % of total<br>no. of valid<br>vote casted |                               |
| Remote e-<br>Voting                | 33,35,706                        | 100                                       | Nil                             | Nil                                       | Nil                           |
| Polling at AGM                     | -                                | -   | -                               | -   | 27,15,652                     |
| <b>Total</b>                       | <b>33,35,706</b>                 | <b>-</b>                                  | <b>-</b>                        | <b>-</b>                                  | <b>27,15,652</b>              |

**b) Resolution No.2**

**To ratify the appointment of Auditors M/s. SNMG & Co., Chartered Accountants, and to authorize the Board of Directors of the Company to fix their remuneration.**

| Particulars<br>(Mode of<br>Voting) | Votes in Favor of<br>Resolutions |   | Votes against the<br>Resolution |   | Invalid<br>Votes (In<br>Nos.) |
|------------------------------------|----------------------------------|---|---------------------------------|---|-------------------------------|
|                                    | Nos.                             | % of total<br>no. of valid<br>vote casted | Nos.                            | % of total<br>no. of valid<br>vote casted |                               |
| Remote e-<br>Voting                | 33,35,706                        | 100                                       | Nil                             | Nil                                       | Nil                           |
| Polling at AGM                     | -                                | -   | -                               | -   | 27,15,652                     |
| <b>Total</b>                       | <b>33,35,706</b>                 | <b>-</b>                                  | <b>-</b>                        | <b>-</b>                                  | <b>27,15,652</b>              |






c) **Resolution No.3.**

**Appointment of Arti Bhatia (DIN: 00047040 ), Director, liable to retire by rotation and also a Whole –Time Director.**

| Particulars<br>(Mode of Voting) | Votes in Favor of Resolutions |                                     | Votes against the Resolution |                                     | Invalid Votes (In Nos.) |
|---------------------------------|-------------------------------|-------------------------------------|------------------------------|-------------------------------------|-------------------------|
|                                 | Nos.                          | % of total no. of valid vote casted | Nos.                         | % of total no. of valid vote casted |                         |
| Remote e-Voting                 | 33,35,706                     | 100                                 | Nil                          | Nil                                 | Nil                     |
| Polling at AGM                  | -                             | -                                   | -                            | -                                   | 27,15,652               |
| <b>Total</b>                    | <b>33,35,706</b>              | <b>-</b>                            | <b>-</b>                     | <b>-</b>                            | <b>27,15,652</b>        |

d) **Resolution No.4**

**Appointment of Mr. Nirmal Vaid as a Director, liable to retire by rotation and also a Whole–Time Director.**

| Particulars<br>(Mode of Voting) | Votes in Favor of Resolutions |                                     | Votes against the Resolution |                                     | Invalid Votes (In Nos.) |
|---------------------------------|-------------------------------|-------------------------------------|------------------------------|-------------------------------------|-------------------------|
|                                 | Nos.                          | % of total no. of valid vote casted | Nos.                         | % of total no. of valid vote casted |                         |
| Remote e-Voting                 | 33,35,706                     | 100                                 | Nil                          | Nil                                 | Nil                     |
| Polling at AGM                  | -                             | -                                   | -                            | -                                   | 27,15,652               |
| <b>Total</b>                    | <b>33,35,706</b>              | <b>-</b>                            | <b>-</b>                     | <b>-</b>                            | <b>27,15,652</b>        |

*Note:* The poll papers were not in the prescribed format i.e. MGT-12 as per the mandate of the Companies Act, 2013, hence the Scrutinizer has declared Poll process votes as invalid and kept the same separately.

As per the rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended time to time, the register has been maintained electronically containing the details of assent and dissent voting by the members with complete details of them.

The electronic data and all other relevant records relating to electronic voting and Poll shall remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and thereafter the same be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully

For K. K. Singh & Associates



CS Prashant Singh

Partner

C.P. No.: 14123, M. No. A37717