



BGIL

Films & Technologies Ltd.

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Ref: BGFT/BSE/12/2018

Dated: 12th December 2018

Manager-Department of Corporate Services
Bombay Stock Exchange Limited,
25th Floor P.J. Towers, Dalal Street,
Mumbai - 400001.

Sub: - Submission of Scrutinizer and voting Results under Regulation 44 (3) of the SEBI (LODR) Regulations, 2015 of 29th Annual General Meeting held on 10th December 2018 (Scrip code-511664)


Dear Sir,

Please find Scrutinizer and voting Results under Regulation 44 (3) of the SEBI (LODR) Regulations, 2015.

This is for your information & record

Thanking You.

For BGIL Films & Technologies Limited.

Authorized Signatory

Combined Scrutinizer's Report on e-voting and Poll

To,
The Chairman of 29th Annual General Meeting
BGIL Films & Technologies Limited
1301, Vijaya Building 17, Barakhamba Road,
Connaught Place, New Delhi-110001

Ref:-

1. 29th Annual General Meeting of BGIL Films & Technologies Limited held at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Monday, the 10th day of December 2018 at 11.15 AM
2. E-voting pursuant to the provisions of section 108 of the Companies Act, 2013, read with rule 20 of Company (Management and Administration) Rules, 2014.
3. Poll as per section 107 and 109 of the Companies Act, 2013

I have been appointed as scrutinizers for the e-voting process as mentioned in clause (ix) of sub rule 3 of rule 20 of Company (Management and Administration) Rules, 2014. I say, I am familiar with the concept of electronics voting systems as prescribed under said rule and the SEBI's circular dated 17th day of April 2014 issued in this regard. Also, I have been appointed as Scrutinizer for the purpose of the Poll taken at 29th Annual General Meeting of BGIL Films & Technologies Limited held at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Monday, the 10th day of December 2018 at 11.15 AM.

The company had appointed National Securities Depository Limited (NSDL) as service provider for extending the facility of electronics voting to the shareholders of the company. The service provider had provided a system for recording the votes of the shareholders electronically on all items of the business (ordinary/Special Business) transacted in the 29th Annual General Meeting of the company held on Monday, the 10th day of December 2018 11.15 AM. The service provider accordingly had set-up e-voting facility on their website <https://www.evoting.nsdl.com>



M/s. Mas Services Limited, Registrar & Transfer Agent of the company had uploaded Register of Members and also the items of the business transacted in the Annual General Meeting on official website of the service provider [(National Securities Depository Limited (NSDL)] to facilitate the shareholders to cast their vote electronically.

As on the cutoff date there were 11327630 Equity shares of the company. Notice of the Annual General Meeting was sent to the shareholders through permitted mode. The notice so sent contained detailed procedure to be followed by the shareholders who were desirous of casting their vote electronically as provided in clause (ix) of sub rule 3 of rule 20 of the Company (Management and Administration) Rules, 2014.

The cutoff date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for the approval of the shareholders was Monday, 3rd day of December 2018. The e-voting facility was kept open for 3 days i.e. the voting period begins on Friday, 7th December 2018 at 10:00 a.m. IST and ends on Sunday, 9th December 2018 at 5:00 p.m. IST.

At the end of the voting period on Sunday, 9th December 2018, the voting portal of the service provider was blocked. On December 10th, 2018, the e-voting report was generated by me in the presence of CS Shashi and Mr. Vinod Kumar who acted as witness as prescribed in sub rule 3 (xi) of the said rule 20.

The Ballot Box, after closing of the Poll, was opened and all Ballot Papers were handed over to me for the purpose of scrutiny. The Poll papers were reconcile with the records maintained by the company/RTA and also with Authorizations and Proxies lodged with the company.

This is to state that the Management of the Company is responsible for ensuring good compliance of provisions of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolution contained in the Notice of 29th Annual General Meeting of members of the Company. My Responsibility as Scrutinizer for e-voting process and for the poll at the AGM is restricted to make a scrutinizer's report of the votes cast in favour/against or invalid votes based on report generated from the e-voting system provided by NSDL and on Poll at the Annual General Meeting.

I already have issued scrutinizer's report on e-voting and on poll on even date. This combined report is being issued purely on the request of the management.

I do hereby submit my report on result of the voting through electronic means and poll at AGM (combined Report) as under:-



Ordinary Businesses

Resolution No:-1- Adoption of Financial Statements including the audited Balance Sheet, Profit and Loss Account, Reports of the Board of Directors and Auditors for the Financial Year ended March 31, 2018

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

Resolution No-2- Appointment of Mr. Rakesh Bhatia (DIN: 00046983), a Director who retires by rotation and being eligible, seeks re-appointment

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

Resolution No-3- Appointment of M/s. SNMG & Company, Chartered Accounts, Firm Registration No-004921N as Statutory Auditors of the Company

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

Special Businesses

Resolution No-4- Appointment of Ms. Chhaya Walia (DIN: 08147603) as an Independent Director

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

Resolution No-5- Loans, Guarantee and acquisition of Securities by way of subscription, purchase or otherwise u/s 186

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

Resolution No-6- To borrow any sum or sums of money, not exceeding 50 CR, from time to time for the purpose of the Company, upon such terms and conditions as the Board of Directors may, in its absolute discretion, think fit and proper as per the provision of section 180 (1) (c)

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00



Resolution No-7- To create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company for a loan not exceeding 50 CR.

	No of total vote casted	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
E-voting	633175	0	5.59	0.00	633175	0	5.59	0.00
Poll-in Person	1972479	52830	17.41	0.47	1972479	0	17.41	0.00
Poll-through Proxy	0.00	0.00	0.00	0.00	0.00	0	0.00	0.00
Through AR	2317768	0.00	20.46	0.00	2317768	0	20.46	0.00
Total	4923422	52830	43.46	0.47	4923422	0	43.46	0.00

This is to state that list of shareholders who voted in favour and/or against of the resolution and those whose Ballot/votes declared invalid is being attached herewith and marked as Annexure 1. The poll papers and other relevant documents were handed over to the company for their reference, record and safe keeping.

For AKP & Associates,
Company Secretaries

Ashutosh Kumar Pandey
Proprietor
FCS-6847:CP-7385

Date-27-09-2018
Place-Greater Noida



Scrutinizer's Report on e-voting

To,

The Chairman of 29th Annual General Meeting
BGIL Films & Technologies Limited
1301, Vijaya Building 17, Barakhamba Road,
Connaught Place, New Delhi-110001

Ref:- 29TH Annual General Meeting of BGIL Films & Technologies Limited held at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Monday, the 10th day of December 2018 at 11.15 AM.

Sub:- E-voting pursuant to the provisions of section 108 of the Companies Act, 2013, read with rule 20 of Company (Management and Administration) Rules, 2014.

I have been appointed by the Board as scrutinizers for the e-voting process as mentioned in clause (ix) of sub rule 3 of rule 20 of Company (Management and Administration) Rules, 2014. I say, I am familiar with the concept of electronics voting systems as prescribed under said rule and the SEBI's circular dated 17th day of April 2014 issued in this regard.

The company has appointed National Securities Depository Limited (NSDL) as service provider for extending the facility of electronics voting to the shareholders of the company. The service provider had provided a system for recording the votes of the shareholders electronically on all items of the business (both ordinary and special businesses) sought to be transacted in 29th Annual General Meeting of the company held on Monday the 10th December, 2018 at 11.15 AM. The service provider accordingly had set-up e-voting facility on their website <https://www.evoting.nsdl.com>

Mas Services Limited., Registrar & Transfer Agent of the company had uploaded Register of Members and also the items of the business to be transacted in the Annual General Meeting on official website of the service provider [(National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>)] to facilitate the shareholders to cast their vote electronically.

As on the cutoff date there were 11327630 Equity shares of the company. As represented by the management, notice of the Annual General Meeting was sent to the shareholders through permitted mode. The notice so sent contained detailed procedure to be followed by the shareholders desirous of casting their vote electronically as provided in clause (ix) of sub rule 3 of rule 20 of the Company (Management and Administration) Rules, 2014.



The cutoff date for the purpose of identifying the shareholders who will be entitled to vote on the resolution placed for the approval of the shareholders was Monday, the 3rd day of December 2018. The e-voting facility was kept open for 3 days i.e. the voting period begins on Friday, 7th December 2018 at 10:00 a.m. IST and ends on Sunday, 10th December 2018 at 5:00 p.m. IST.

At the end of the Voting period, the voting portal of the service provider was blocked and voting result was generated on 10th day of December 2018 in the presence of CS Shashi and Mr. Vinod Kumar who acted as witness as prescribed in sub rule 3 (xi) of the said rule 20.

I do hereby submit my report on result of the voting through electronic means as under:-

Ordinary Businesses

Resolution No:-1- Adoption of Financial Statements including the audited Balance Sheet, Profit and Loss Account, Reports of the Board of Directors and Auditors for the Financial Year ended March 31, 2018

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL

Resolution No-2- Appointment of Mr. Rakesh Bhatia (DIN: 00046983), a Director who retires by rotation and being eligible, seeks re-appointment.

No of vote casted through electronic s means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL



Resolution No-3- Appointment of M/s. SNMG & Company, Chartered Accounts, Firm Registration No-004921N as Statutory Auditors of the Company

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL

Special Businesses

Resolution No-4- Appointment of Ms. Chhaya Walia (DIN: 08147603) as an Independent Director

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL

Resolution No-5- Loans, Guarantee and acquisition of Securities by way of subscription, purchase or otherwise u/s 186

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL

Resolution No-6- to borrow any sum or sums of money, not exceeding 50 CR, from time to time for the purpose of the Company, upon such terms and conditions as the Board of Directors may, in its absolute discretion, think fit and proper as per the provision of section 180 (1) (c)

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL



Resolution No-7- To create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company for a loan not exceeding 50 CR.

No of vote casted through electronics means	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
633175	NIL	5.589651	0.00	633175	NIL	5.589651	NIL

This is to state that the register and/or all other papers, if any, relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes and thereafter, the same shall be returned back to the company.

For AKP & Associates,
Company Secretaries

Ashutosh Kumar Pandey
Proprietor
FCS-6847:CP-7385

Date:-11-12-2018
Place:- Greater Noida

Encl:- Consolidated Voting Result as generated from official website of the service provider [(National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com>)]



Scrutinizer's Report on Poll

To,

The Chairman of 29th Annual General Meeting
BGIL Films & Technologies Limited
1301, Vijaya Building 17, Barakhamba Road,
Connaught Place, New Delhi-110001

Ref:- 29TH Annual General Meeting of BGIL Films & Technologies Limited held at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Monday, the 10th day of December 2018 at 11.15 AM.

I have been appointed as scrutinizer of 29th Annual General Meeting of BGIL Films & Technologies Limited, held at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 on Monday, the 10th day of December 2018 at 11.15 AM., for the purpose of poll taken on below mentioned resolution.

The Ballot Box, after closing of the Poll, was opened and all Ballot Papers were handed over to me for the purpose of scrutiny. The Poll papers were reconciled with the records maintained by the company/RTA and also with Authorizations and Proxies lodged with the company.

Based on my scrutiny, I do hereby submit my report on result of the voting through poll as under:-

Ordinary Businesses

Resolution No:-1- Adoption of Financial Statements including the audited Balance Sheet, Profit and Loss Account, Reports of the Board of Directors and Auditors for the Financial Year ended March 31, 2018

No of vote casted through poll	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against	
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL



Resolution No-2- Appointment of Mr. Rakesh Bhatia (DIN: 00046983), a Director who retires by rotation and being eligible, seeks re-appointment.

No of vote casted through poll		No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL

Resolution No-3- Appointment of M/s. SNMG & Company, Chartered Accounts, Firm Registration No-004921N as Statutory Auditors of the Company

No of vote casted through poll		No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL



Special Businesses

Resolution No-4- Appointment of Ms. Chhaya Walia (DIN: 08147603) as an Independent Director

No of vote casted through poll	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against	
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL

Resolution No-5- Loans, Guarantee and acquisition of Securities by way of subscription, purchase or otherwise u/s 186

No of vote casted through poll	No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against	
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL



Resolution No-6-To borrow any sum or sums of money, not exceeding 50 CR, from time to time for the purpose of the Company, upon such terms and conditions as the Board of Directors may, in its absolute discretion, think fit and proper as per the provision of section 180 (1) (c)

No of vote casted through poll		No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL

Resolution No-7- To create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company for a loan not exceeding 50 CR.

No of vote casted through poll		No of Invalid Votes	% of total number of vote casted	% of total number of Invalid Votes	No of votes casted in favour of the resolution	No of Votes casted against the resolution	% of total number vote casted in favour	% of total number vote casted against
In person	1972479	52830	17.41	0.47	1972479	NIL	17.41	NIL
Through Proxy	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Through AR	2317768	NIL	20.46	NIL	2317768	NIL	20.46	NIL
Total	4290247	52830	37.87	0.47	4290247	NIL	37.87	NIL

This is to state that list of shareholders who voted in favour and/or against of the resolution and those whose Ballot/votes declared invalid is being attached herewith and marked as Annexure 1. The poll papers and other relevant documents were handed over to the company for their reference, record and safe keeping.

For AKP & Associates,
Company Secretaries

Ashutosh Kumar Pandey
Proprietor
FCS-6847:CP-7385

Date-11-12-2018
Place-Greater Noida



