BGIL FILMS & TECHNOLOGIES LIMITED

Regd. OFF:- 1301, VIJAYA BUIDING, 17 BARAKHAMBA ROAD, CONNAUGHT PLACE, NEW DELHI - 110001
CIN: L65993DL1989PLC035572 e-mail: bgilfilms@bgilinfo.com website: www.bgilfilms.com

Notice

NOTICE is hereby given that the **30th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held as under:

DAY : Monday

DATE : 30th September, 2019

TIME : 04:00 P.M.

VENUE : A-81, Bipin Chandra Pal Memorial Trust,
C.R. Park, New Delhi-110019

To transact the following business:

Ordinary Business

Item No. 1- Adoption of Annual financial Statements

To receive, consider, approve and adopt the annual financial statements of the Company for the year ended March 31, 2019, including the Audited Balance Sheet as at March 31, 2019, the statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors (the Board) and Auditors thereon.

Item No. 2- Re-appointment of Directors

a) To appoint a Director in place of **Mr. Rakesh Bhatia (DIN: 00046983)** who retires by rotation and, being eligible, offers himself for re-appointment.

Item No.3- Ratification of Appointment of Auditors

To ratify appointment of the Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of M/s SNMG & Company, Chartered Accounts, Firm Registration No. 004921N, be and is hereby ratified as the Auditors of the Company from this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Auditors and Board of Directors of the Company.

By order of the Board of Directors
For **BGIL Films & Technologies Limited**

Sd/-
Anushka Rastogi
Company Secretary

Place: **Noida**

Date: **02.09.2018**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE O F THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**

2. Pursuant to provision of section 105 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.

4. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.

6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we requested you to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.

7. The Registers of Members of the Company will remain closed on 24th September 2019 to 30th September 2019, both days inclusive.

8. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and singed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.

9. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.

12. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 09.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.

13. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Mass Services Limited.

14. Details required under Listing Agreement entered with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, are annexed to this notice.

15. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Mass Services Limited.

16. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020.

17. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.

18. No gifts will be distributed at the annual general meeting.

19. Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.

20. Members are requested to furnish their Change of address, e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s. Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New delhi-110020.

21. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.

22. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report 2019 will be available on the Company's website, www.bgilfilms.com.

23. Company to be disclosing to the Stock Exchanges, as per Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the details of results of voting on each of the resolutions proposed in this Notice.

24. The Company has appointed AKP & Associates, Company Secretaries M. No. 6847 and COP No. 7385, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

25. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the Stock Exchanges.

26. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Directors seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	11/05/1961
Age (in years)	58
Date of Appointment	29th August 2014
Qualification	M.COM & Company Secretary
Relationship between Director, Manager and Key Managerial Personnel	Nil
Board Position held	Chairman
Terms and Conditions of re-appointment	Liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	He has more than 30 years' experience in Corporate Finance, Information Technologies and Investment Banking and activities.
Number of Meetings of the Board attended during the year	Five
Other Directorship	Merit Exports Private Limited Bharatiya Global Infomedia Limited
Chairperson/member	Bharatiya Global Infomedia Limited

1. PROCEDURE FOR E-VOTING

The Company has entered a agreement with National Depository Services Limited (NSDL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

(i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
(ii) Launch internet browser by typing the following URL:https://www.evoting.nsdl.com/
(iii) Click on Shareholder – Login
(iv) Put user ID and password as initial password/PIN note in step (i) above. Click Login.
(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
(vii) Select "EVEN" of BGIL Films & Technologies Limited.
(viii) Now you are ready for e-Voting as Cast Vote page opens.
(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(x) Upon confirmation, the message "Vote cast successfully" will be displayed.
(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
(xii) Institutional shareholders i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory/ies who are authorized to vote, to the Scrutinizer through e-mail ashutosh@akpcs.com with copy mark to evoting@nsdl.co.in.

General Instruction

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting. Nsdl.com or call on toll free no.: 1800-222-990.

2. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 23rd September 2019.

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date.
8. Mr. Ashutosh Kumar Pandey, Company Secretary M. No. 6847 and COP No. 7385has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

9. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

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www.bgilfilms.com | Tel : +91-120-4227792, +91-120-4227795

Form MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : Registered address : E-mail Id: Folio No/ Client Id : DP ID :

I/We, being the member (s) holding _____ Shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual general meeting of the company, to be held on the 30th September 2019 at 04:00 P. M. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		**Optional****	
Ordinary Business		**For**	**Against**
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2019		
2.	Re-appointment of Directors		
3.	Appointment of M/s. SNMG & Co., Chartered Accountants as Statutory Auditors and fix their remuneration.		

Signed this_____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder(s)_____

Affix revenue stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A PROXY NEED NOT BE A MEMBER OF THE COMPANY
3. A Person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.,
4. For the Resolutions, Notes and Explanatory Statement, please refer to the notice of the 30th Annual General Meeting.
5. ** It is optional to put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in the above box before submission.

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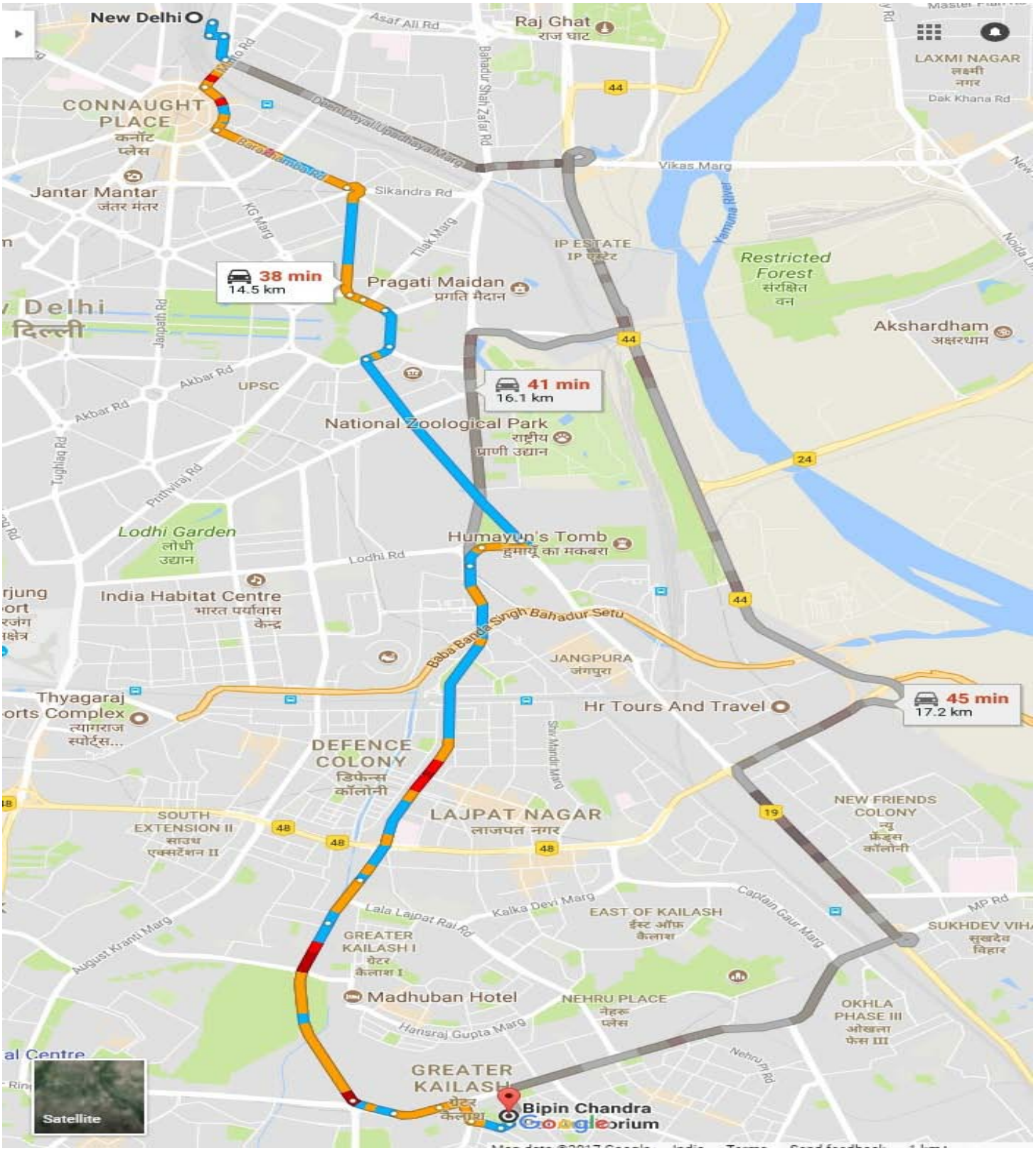
ATTENDANCE SLIP

Name of the Shareholder (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I hereby record my presence at 30th Annual General Meeting of the Company held on Monday 30th September 2019, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

SIGNATURE OF THESHAREHOLDER/PROXY

Route Map


New Delhi
Raj Ghat
राज घाट
CONNAUGHT PLACE
कनॉट प्लेस
Jantar Mantar
जंतर मंतर
Sikandra Rd
38 min
14.5 km
Pragati Maidan
प्रगति मैदान
IP ESTATE
Vikas Marg
Yamuna River
Restricted Forest
संरक्षित वन
LAXMI NAGAR
लक्ष्मी नगर
Akshardham
अक्षरधाम
41 min
16.1 km
National Zoological Park
राष्ट्रीय प्राणी उद्यान
UPSC
Lodhi Garden
लोधी उद्यान
Humayun's Tomb
हुमायूँ का मकबरा
India Habitat Centre
भारत पर्यावास केन्द्र
Baba Banda Singh Bahadur Setu
JANGPURA
जंगपुरा
45 min
17.2 km
Hr Tours And Travel
Thyagaraj Sports Complex
त्यागराज स्पोर्ट्स...
DEFENCE COLONY
डिफेन्स कॉलोनी
SOUTH EXTENSION II
साउथ एक्सटेंशन II
LAJPAT NAGAR
लाजपत नगर
NEW FRIENDS COLONY
न्यू फ्रेंड्स कॉलोनी
EAST OF KAILASH
ईस्ट ऑफ़ कैलाश
GREATER KAILASH I
ग्रेटर कैलाश I
Madhuban Hotel
NEHRU PLACE
नेहरू प्लेस
OKHLA PHASE III
ओखला फेस III
GREATER KAILASH
ग्रेटर कैलाश
Bipin Chandra
Satellite