# Notice

**NOTICE** is hereby given that the **37th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held on Wednesday, the 30th day of September, 2026 at 09:45 A.M. through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") to transact the following businesses:

**ORDINARY BUSINESS:**

1. **To Consider and adopt Annual Financial Statement**

   To receive, consider, approve and adopt the annual financial statements of the Company for the year ended March 31, 2026, including the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement as at March 31, 2026, 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.

2. To appoint a director in place of Mrs. Arti Bhatia, (DIN: 00047040) who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

3. **Regularization of Mr. Amit Panwar (Additional Director) (DIN: 10456519) as Whole Time Director of the Company.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   **"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee, approval of the Members of the Company be and is hereby accorded towards re-appointment of Mr. Amit Panwar (DIN: 10456519) as Whole time Director of the Company for a period of 5 (five) years with effect from 31st July, 2026 to 30th July, 2031 on the terms and conditions including remuneration as mentioned in his appointment letter, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Amit Panwar.

   **RESOLVED FURTHER THAT** the Board of Directors including Nomination and Remuneration Committee be and is hereby authorized to increase, alter, vary and modify the said terms and conditions of appointment (including remuneration) pay and other applicable provisions of the Act and rules made thereunder read with Schedule V to the Act and the SEBI Listing Regulations.

   **RESOLVED FURTHER THAT** the remuneration payable to Mr. Amit Panwar, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

4. **Re-appointment of Mr. Karn Rajhans (DIN: 03081692) as Independent Director of the Company.**

   To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the members of the Company hereby accorded its approval for the re-appointment of **Mr. Karn Rajhans (DIN: 03081692),** as a Non-Executive Independent Director of the Company who meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, for a second term of five consecutive years with effect from 07th September, 2026 to 06th September, 2031 and whose term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and are hereby authorized to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

5. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.**

"**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with The Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate;
- and acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

as they may in their absolute discretion deem beneficial and in the interest of the Company up to an aggregate sum of Rs. Hundred Crore Only notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

6. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"**RESOLVED THAT** in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. One Hundred Fifty Crore Only."

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution."

7. **To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.**

"**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the 'Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) 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 wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favor of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. One Hundred Fifty Crore Only."

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution."

8. **To approve material related party transaction limits with certain promoter companies;**

To consider and if thought fit, to pass, with or without modification(s), following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 & all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") the Company's Policy on "Materiality of Related Party Transactions and also on dealing with Related Party Transactions "and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, the consent of the shareholders be and is hereby accorded to approve and ratify the contract or arrangements entered into by the company with its related parties mentioned below:

| S. No. | Name of Related Party | Type of Transaction | Amount of Transaction for the FY 2025-26 (millions) |
|---|---|---|---|
| 1. | Merit Exports Pvt. Ltd. | Sale of Services | 29,32,500 |
| 2. | Merit Exports Pvt. Ltd. | Purchase of Services | 36,54,303 |
| 3. | Bharatiya Global Infomedia Limited | Sale of Services | 72,78,300 |

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute all such documents, agreements and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

9. **To approve the written off of Bad debts;**

"**RESOLVED THAT** the amounts noted against each of the items appearing in the books of accounts of the Company as on 31st March, 2026, be and are hereby written off.

| Particulars | Creditors | Debtors |
|---|---|---|
| Baba Services | 5,34,795.60 | - |
| Balaji Services | 3,43,847.00 | - |
| Guerrilla Infra Solutions Pvt Ltd | 40,000.82 | - |
| Mf Process and Solution Pvt Ltd | 23,16,500.00 | - |
| N. S. Enterprises | 16,51,378.00 | - |
| Paramount Consultancy Services | 1,94,958.00 | - |
| Peace Enterprises | 3,53,276.00 | - |
| R.K Trade Expo Pvt Ltd | 43,62,263.00 | - |
| Servokon Systems Limited | 35,17,840.00 | - |
| Suman Banerjee | 3,37,500.00 | - |
| Walking Tall Entertailment | 74,67,575.89 | - |
| Ajit Sinha | - | 2,50,000 |
| Ashish Kumar | - | 10,000 |
| Cromwell Infomedia Ltd | - | 2,08,59,934.31 |
| **Grand Total** | **2,11,19,934.31** | **2,11,19,934.31** |

**FURTHER REOLVED THAT** the Board be and is hereby authorized to take all necessary actions to implement the Board decision and subject to approval of the Shareholders of the Company."

By order of the Board of Directors
For **BGIL Films & Technologies Limited**
**Sd/-**
**Pooja Aggarwal**
**Company Secretary**

**Date:** 7th September, 2026
**Place:** Noida

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA"), vide [General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, collectively referred to as "MCA Circulars"] permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue.
   In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meeting in respect of the Directors or Directors seeking appointment / reappointment at the AGM are provided in the Annexure to the Notice.
4. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (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(s) of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail on Ashutosh@akpcs.com or evoting@nsdl.co.in.
5. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. Since the AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Further, Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
7. The Notice of AGM along with Annual Report for the financial year 2025-26, is available on the website of the Company at www.bgilfilms.com and on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from, Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive). The record date i.e. September 23, 2026.
9. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialized from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
10. The Board of Directors, at their meeting held on July 31, 2026 has appointed Mr. Ashutosh Kumar Pandey, Practicing Company Secretary (Membership No. 6847) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
11. The Results shall be declared on or after the AGM of the Company. The Results declared shall be

communicated to BSE Limited and National Stock Exchange of India Ltd. within 2 (two) working days of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www.bgilfilms.com and on Registrar and Transfer Agent's website at www.masserv.com.

**12.** The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.

**13.** 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, Wednesday, September 23, 2026. Any person who is in receipt of this notice but is not a member as on the cut-off date, Wednesday, September 23, 2026 should treat this notice for information purpose only.

**14.** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and the lates circular being 03/2025 dated September 22, 2025, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.

**15.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MAS Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

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

**17.** All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.

**18.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**19.** Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11- 26387384, E-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.

**20.** Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH- 13 should be sent to the Registrar and Transfer Agents, M/s. MAS Services Limited at the address mentioned in point No. 12.

**21.** Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.

**22.** The 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 shall submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.

**The instructions for e-voting and joining the AGM are as under: VOTING THROUGH ELECTRONIC MEANS**

*A.* In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e- voting are given herein below.

*B.* The remote e-voting period commences on **Sunday, September 27, 2026 (9:00 A.M. IST)** and ends on **Tuesday, September 29, 2026 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2026 i.e. cut-off date, may cast their vote electronically. The e- voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

*C.* The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

*D.* The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

*E.* The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

*F.* Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

*G.* The instructions for members for remote e-Voting are as under:

**How do I vote electronically using NSDL e-Voting system?**

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**

**Step 1: Log-in to NSDL e-Voting system at https:// www.evoting.nsdl.com/. Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification

Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL | 16 Digit Beneficiary ID<br>For example, if your Beneficiary ID is 1 2 * * * * * * * * * * * * * * then your user ID is<br>12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the Company<br>For example, if folio number is 1*** and EVEN is 101456 then user ID is 101456000001 |

5. Your password details are given below:

*a)* If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

*b)* If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

*c)* How to retrieve your 'initial password'?

*(i)* If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

*(ii)* If your email ID is not registered with the depositories, for procuring user id and Password and for registration of email ID for e-Voting, please follow the steps mentioned below:

*(a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to info@masserv.com / bgilfilms@bgilinfo.com.*

*(b) In case shares are held in demat mode, please provide DPID CLENT ID (16 digit DP ID+CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested copy of PAN Card, self-attested copy of Aadhar Card by writing an email to info@masserv.com /bgilfilms@bgilinfo.com.*

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below: -**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting.
2. Select "EVEN" 142848 (e-voting even number) of "**BGIL Films & Technologies Limited**";
3. Now you are ready for e-Voting as Cast Vote page opens;
4. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
5. Upon confirmation, the message "Vote cast successfully "will be displayed;
6. Once you have voted on the resolution, you will not be allowed to modify your vote;
7. For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
   Members may contact Ms. Pooja Aggarwal, Company Secretary of the Company for any grievances connected with electronic means / e-voting.
8. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl. com to reset the password.
9. (h). In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990.

**(i). INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at **https://www. Evoting.nsdl.com** by using their remote e- voting login credentials and selecting the EVEN for Company's AGM.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members, who need assistance before or during the AGM, can contact NSDL on **evoting@nsdl.co.in**/ 1800-222-990 and our Registrar and Transfer Agent on **info@ masserv.com**/ 011-26387281-82-83
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at **info@masserv.com / bgilfilms@bgilinfo.com** before September 29, 2026 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (j). Other Instructions
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
- The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.bgilfilms.com** and on the website of NSDL **https:// www.evoting.nsdl.com** immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited, and Calcutta Stock Exchange where the shares of the Company are listed.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By order of the Board of Directors
**For BGIL Films & technologies Limited**
**Sd/-**
**Pooja Aggarwal**
**Company Secretary**

**Date:** 7th September, 2026
**Place:** Noida

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON "GENERAL MEETINGS"**

**Item No. 3**

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has re-appointed Mr. Amit Panwar as Whole time Director of the Company for a period of 5 (five) years w.e.f. 31st July, 2026, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Amit Panwar is an executive Whole Time Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. Amit Panwar as Whole-Time director in terms of applicable provisions of the Companies Act, 2013 and SEBI Listing Obligation & Disclosure Requirements Regulations 2015 to hold office for a period of five consecutive years.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Mr. Amit Panwar as Whole Time Director.

The Company has received consent in writing from Mr. Amit Panwar to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

Further, Mr. Amit Panwar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Amit Panwar has made a significant and valuable contribution during his tenure on the Board. His expertise in business strategy and growth, leadership and organizational scaling and operations management has greatly benefited the Company.

Copy of the draft letters for his appointment as Whole Time Director setting out the terms and conditions are available for inspection by members at the Corporate Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day up to the date of the AGM.

Except Mr. Amit Panwar none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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. Amit Panwar |
|---|---|
| Date of Birth (dd/mm/yyyy) | 10/01/1977 |
| Age (in years) | 49 |
| Date of Appointment | 31st July, 2026 |
| Qualification | B. Com |
| Relationship between Director, Manager and Key Managerial Personnel | Nil |
| Board Position held | Whole Time Director |
| Terms and Conditions of appointment | Not Liable to retire by rotation |

| | |
|---|---|
| Nature of his expertise specific function areas along with experience (in years) | He has more than 20 years' experience in Finance, Legal – REAL ESTATE & Construction Across India from local projects to PAN INDIA VENTURES including – Land Acquisition & Development, Strategic Procurement, Legal Compliances and Value Creation; Diversified ventures – Hospitality & Tourism, Education (Institutions and Development Centers), Renewable Energy Projects (Solar and Sustainable Energy Initiatives), Trading & Investments (Domestic and Global Collaborations).<br>• Envisions building not just structures but communities and ecosystems that empower people, enhance lifestyles and contribute to India's growth story. His mission is to blend innovation, sustainability and affordability ensuring that his projects create long-term value for stakeholders and society at large. |
| Number of Meetings of the Board attended during the year | 4 |
| Other Directorship | Shreshthatam Properties Limited |
| Chairperson/member | Nil |

**Item Nos. 4**

**Appointment of Mr. Karn Rajhans (DIN: 03081692), as an Independent Director of the Company.**

The Members of the Company in the 31st Annual General Meeting had appointed Mr. Karn Rajhans as Independent Director of the Company for a period of five years effective from December 30, 2020.

The Board of Directors of the Company on the recommendation of HR, Nomination and Remuneration Committee and subject to approval of members has recommended reappointment of Mr. Karn Rajhans as Independent Director of the Company for second consecutive term of 5 (five) consecutive years i.e. September 07, 2026 to September 06, 2031, not being liable to retire by rotation.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the candidature of Mr. Karn Rajhans for the office of Independent Director of the Company.

Mr. Karn Rajhans is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Karn Rajhans that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Listing Regulations.

In the opinion of the Board, Mr. Karn Rajhans fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the Listing Regulations. He is Independent of Management.

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: -

BGIL
Films & Technologies Ltd.

| | |
|---|---|
| **Name of the Director** | Mr. Karn Rajhans |
| Date of Birth (dd/mm/yyyy) | 17/01/1976 |
| Age (in years) | 50 |
| Date of Appointment | 07th September, 2026 |
| Qualification | Graduate |
| Relationship between Director, Manager and Key Managerial Personnel | Nil |
| Board Position held | Independent Director |
| Terms and Conditions of appointment | Not Liable to retire by rotation |
| Nature of his expertise specific function areas along with experience (in years) | He is a graduate with over 20 years of extensive experience in the field of Ayurveda and Ayurvedic sciences. He possesses in-depth knowledge and expertise in Ayurveda-related activities. He has been actively associated with the Ayurveda sector and has valuable experience in managing and overseeing businesses engaged in Ayurveda-related products and activities. His extensive experience and knowledge in the field contribute to the strategic growth and development of the Company. |
| Number of Meetings of the Board attended during the year | 6 |
| Other Directorship | 1. Ayurvedshri Herbals Limited<br>2. Vageshwari Builders and Developers Private Limited<br>3. Satyajeet Security Services Private Limited |
| Chairperson/member | Nil |

In the opinion of the Board of Directors, Mr. Karn Rajhans has made a significant and valuable contribution during his tenure on the Board. His expertise in business strategy and growth, leadership and organizational scaling and operations management has greatly benefited the Company. The Board believes that his continued association would remain a strong asset to the Company.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Corporate Office of the Company between 11.00 A.M. to 1.00 P.M. on any working day up to the date of the AGM

Except Mr. Karn Rajhans none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders

**Item Nos. 5**

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

a) give any loan to any person or other body corporate;
b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members towards the same for an amount not exceeding Rs. One Hundred Crores Only, under the provisions of Section 186 of the Companies Act, 2013.

In view of the above, the Board of Directors recommends the Resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

**Item Nos. 6**

Keeping in view the Company's existing and future financial requirements and to support its business operations, the Company may need additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company. The amount of loan together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits up-to Rs. One Hundred Fifty Crores Only.

Pursuant to section 180(1)(c) of the Companies Act,2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members by way of special resolution.

**Item Nos. 7**

In order to facilitate securing the borrowings to be made by the Company in item no. 5, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting by way of special resolution.

Therefore, Board recommends Special Resolution for your Approval.

None of the Directors except to the extent of their shareholding and directorships in the Company or their relatives are financially or otherwise interested in this resolution.

**Item no. 8**

To approve material related party transaction limits with certain promoter companies and Promoters; Pursuant to the applicable provision of the Companies Act,2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution. In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

Details of the promoter's companies of the Company from whom or any one of whom loans/advances may be availed/proposed to be availed are set out below:

| S. No. | Name of Related Party | Type of Transaction | Amount of Transaction for the FY 2025-26 (millions) |
|---|---|---|---|
| 1. | Merit Exports Pvt. Ltd. | Sale of Services | 29,32,500 |
| 2. | Merit Exports Pvt. Ltd. | Purchase of Services | 36,54,303 |
| 3. | Bharatiya Global Infomedia Limited | Sale of Services | 72,78,300 |

The board is of the view that the transactions entered/to be entered into by the company may exceed the threshold limit as approved by the board and accordingly, pursuant to the provisions of section 188 of the companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of shareholders in general meeting is required by way of ordinary resolution.

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 07 September, 2026 has approved the above proposal subject to the approval of the members of the Company. The Board recommends and proposes this resolution to the members of the

Company for their approval in the best interest of the Company.

Except Mrs. Arti Bhatia None of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

The Board recommends the ordinary resolution set out at Item No.8 of the Notice for your approval.

**Item no.9**

There are certain debtors and creditors of the Company whose balances have remained outstanding for a period of time. The Company has reviewed such long-outstanding balances and, based on the assessment of their recoverability and payability, has identified certain balances requiring appropriate adjustment in the books of accounts of the Company.

Accordingly, upon the recommendation of the Audit Committee and with the approval of the Board of Directors of the Company, it is proposed to seek the approval of the shareholders for writing off bad debts of the Company with or without modification, as may be applicable.

Hence, it is proposed to write off such debtors and creditors from the books of accounts of the Company.

By order of the Board of Directors
For **BGIL Films & Technologies Limited**
Sd/-
**Pooja Aggarwal**
**Company Secretary**

**Date:** 7th September, 2026
**Place:** Noida