

36TH ANNUAL REPORT

2024-2025

**BGIL FILMS &
TECHNOLOGIES LTD.**



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Corporate Information

BOARD OF DIRECTORS

Mrs. Arti Bhatia

Director

Mr. Rohit Kaushik

Independent Director

Mr. Karn Rajhans

Independent Director

Mr. Umesh Kumar Singh

Independent Director

Mr. Amit Lal Yogi

Independent Director

Mr. Amit Panawar

Whole Time Director

Premkumar Sitaram Mahato

Independent Director

COMPANY SECRETARY

Mr. Akhileshwar Singh

Chief Financial Officer

Mr. Jamuna Prasad Sharma

AUDITORS

M/s Singh Ray Mishra & Co

Chartered Accountants

REGISTERED OFFICE

AltF , 101, NH-19, CRRI,
CRRI, Ishwar Nagar

New Delhi-110044

REGISTRAR & SHARE TRANSFER AGENT

M/s Mas Services Ltd. NH-19,
T-34, Okhla Industrial Area, Okhla,

CIN: L74999DL1994PLC062967

Uploaded on BSE Listing Centre

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

Date: 8th September, 2025

Sub: Furnishing Notice of 36th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(Scrip Code: -511664)

Dear Sir/Madam,

We wish to inform you that the 36th Annual General Meeting of the Shareholders has been fixed on Tuesday, 30th September, 2025 at 09:45 A.M. through Video Conferencing/ other Audio-Visual means.

In this regard, please find attached Notice of 36th Annual General Meeting of the Company, which has been sent to shareholders of the Company.

Further, the 36th Annual General Meeting Notice, Annual Report, Instruction for E-voting and Instruction for AGM of Company are also available on the Company's website www.bgilfilms.com.

Request to kindly take this information on record.

Yours Sincerely

For **BGIL Films & Technologies Limited**
Sd/-
Akhileshwar Singh
Company Secretary

Encl: -Notice

BGIL FILMS & TECHNOLOGIES LIMITED

Regd. OFF:- AltF , 101, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi-110044
CIN: L65993DL1989PLC035572 e-mail: bgilfilms@bgilfilms.com website: www.bgilfilms.com

Notice

NOTICE is hereby given that the **36th Annual General Meeting (AGM)** of the members of **BGIL Films & Technologies Limited** will be held on Tuesday, the 30th day of September, 2025 at 09.45 A.M. through Video Conferencing("VC")/Other Audio-Visual means("OAVM") to transact the following businesses.

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, 2025, including the Audited Balance Sheet, Profit & Loss Account and Cash Flow Statement as at March 31, 2025, 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.

Special Business

Item No. 2- 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 Mr. Amit Panwar (DIN: 10456519), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee with effect from 12th August, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as a Director of the Company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all 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) approval of the Members of the Company be and is hereby accorded to the appointment of Mr. Amit Panwar (DIN: 10456519) as Whole time Director of the Company for a period of 1 (one) years with effect from 12th August, 2025 to 11th August 2025 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, 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.

Item No. 3- Regularization of Mrs.Arti Bhatia (Additional Director) (DIN: 00047040) as in Independent Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mrs. Arti Bhatia (DIN:), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee with effect from 1st August, 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) and section 152 of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company and who is eligible for appointment be and is hereby appointed as a non-executive non-independent Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

RESOLVED FURTHER THAT any one Director or Mr.Akhileshwar Singh Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

Item No. 4- Regularization of Mr. PremKumar Sitaram Mahato (Additional Director) (DIN: 05159445) as in Independent Director

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

“RESOLVED THAT Mr. Prem kumar Sitaram Mahato (DIN: 11198389) who was appointed as an Additional Director of the Company with effect from September 5, 2025 by the Board of Directors and who holds office up to the date of the ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company and who is eligible for appointment as Director in independent category and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director consequent to recommendation by the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company.”

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') the appointment of **Mr. Prem Kumar Sitaram Mahato (DIN: 11198389)**, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation

16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years commencing from September 5, 2025 up to September 4, 2030 and who would not be liable to retire by rotation, be and is hereby approved”

Item No. 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, the 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.”

Item No. 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."

Item No. 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."

Item no. 8 To consider and adopt Increase in Authorised Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 11,67,78,000/- (Eleven Crores Sixty-Seven Lakhs Seventy -Eight Thousand Only) divided into 1,16,77,800 (One Crore Sixteen Lakhs Seventy-Seven Lakhs Eight-Hundred Only) equity shares of Rs. 10/- (Ten only) each to Rs. 68,00,00,000 /- (Sixty-Eight Crores only) divided into 6,80,00,000 (Six Crore Eighty Lakhs only) equity shares of Rs. 10/- (Ten only) each by the creation of additional 56,32,22,000 (Fifty-Six crore Thirty-Two Lakhs Twenty-Two Thousand only) additional share capital. ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V. “The Authorised Share Capital of the Company is Rs. 68,00,00,000 (Rupees Sixty-Eight Crores Only) divided into 6,80,00,000 (Sixt crore Twenty Lakhs only) Equity Shares of Rs. 10/- (Ten only) each.”

RESOLVED FURTHER THAT Mr. Amit Panwar, Whole Time Director of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Item no. 9 Issue of Convertible Equity Warrants on a preferential basis (“Preferential Issue”) to the non-promoters for cash consideration

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 Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (“**Act**”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and other rules, regulations, guidelines notifications and circulars issued there

under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”) and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“**BSE**”), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**The Board**”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches **5,65,11,000 (Five Crore Sixty-Five Lakh Eleven Thousand) Convertible Equity Warrants** (hereinafter referred to as “**Warrants**”) on preferential basis (“**Preferential Offer**”) to the non-promoters as mentioned below (“**Warrant Holder**”/” **Proposed Allottee**”) for cash consideration at a price of Rs.14/- (including Premium of Rs.4/-), as arrived in accordance with the regulation 164 and 166A of ICDR Regulations (including the warrant subscription price and the warrant exercise price) aggregating upto **Rs.79,11,54,000/- (Rupees Seventy-Nine Crore Eleven Lakhs Fifty-Four Thousand Only)**, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
1	Zeenat Alnasir Gilani	AHCPG8299 G	S/O Al Nasir Abdul Aziz Gilani, Flat No-Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Banglore Karnatka-560006	Public-Individual	400000	5600000

2	Anees Alnasir Gilani	AMWPG853 5A	W/O Al Nasir Abdul Aziz Gilani, Flat No- Gb Decan Court Appartment No- 53, Coles Road, Frazer Town, Banglore Karnatka- 560006	Public- Individual	400000	5600000
3	Anisa Alnasir Gilani	AKUPA8443 P	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	350000	4900000
4	Alnasir Abdul Aziz Gilani	ADVPG8711 E	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individual	350000	4900000
5	Earth Graphics	AACFE3909 J	Office No- 01,1St Floor, Akroti Aditya Tower, 36- C Sleater Road (Naushir Har Ucha Marg), Opp Grant Road Station(W), Mumbai-400007	Public- Partnership Firm	1850000	25900000
6	Earth Global	AADFE5603 N	A-102 Royal Garden. Dr. A. B. Road, Atria Millenium Mall Compound, Worli Mumbai 400 018	Public- Partnership Firm	1750000	24500000
7	Bharat Babulal Jain	AAEPJ2184 L	B-1 Rockside Appt 112/116, Walkeshwar	Public- Individual	2300000	32200000

			Road Opp.Afghan Consulate Mumbai, 400006, Maharashtra, India			
8	Harsh Bharat Jain	AVPPJ4765 P	B-1,Rockside Appt,112/116 Walkeshwar Rd,Opp.Afghan Consula Mumbai, 400006, Maharashtra, India	Public-Individual	2250000	31500000
9	Bharat Babulal Jain Huf	AACHB9715 P	B-1, Rockside Appt., 112/116, Walkeshwar Road, Opp. Afghan Consulate, Walkeshwar, Malabar Hill, Mumbai-400006	Public-HUF	2090000	29260000
10	Sant Jee	ATUPJ6374 P	C/O Ranjeet Kumar, Flat No-506, Gaur Ganga-1, Sector-4, Vaishali, I E Sahibabad, Ghaziabad, Uttar Pradesh-201010	Public-Individual	300000	4200000
11	Sanjeet Singh	EIAPS9275 R	S/O Pasupati Nath Singh, House No-393, Ward-16, Chhapora, Raipur, Chhattisgarh-493111	Public-Individual	300000	4200000
12	Satyapal Singh (Relative of KMP)	AIUPS2526 H	S/O Teekam Singh, 39, Sardhana Road, Adarsh Nagar, Kanker Khera,	Public-Individual	500000	7000000

	Amit Pawar)		Meerut, Meerut Cantt, Uttar Pradesh-250001			
13	Vimla Devi (Relative of KMP Amit Pawar)	AGTPD2149 N	W/O Satypal Singh, 39, Sardhana Road, Adarsh Nagar, Kanker Khera, Meerut, Meerut Cantt, Uttar Pradesh-250001	Public-Individual	500000	7000000
14	Deepak Srivastava	AOSPS3550 H	S/O Rajesh Kumar, Srivastava, L-383, Ganga Nagar, Mawana Road Meerut, Meerut Cantt, Meerut Uttarpradesh-250001	Public-Individual	500000	7000000
15	Aaryan Panwar (Relative of KMP Amit Pawar)	IMXPP1418 J	S/O Amit Panwar, 39 Adarsh Nagar, Kanker Khera, Post Meerut Cantt, Dist Meerut, Uttarpradesh-250001	Public-Individual	500000	7000000
16	Namita Rani Panwar (Relative of KMP Amit Pawar)	AKHPP6304 M	S/O Amit Panwar, 39 Adarsh Nagar, Kanker Khera, Post Meerut Cantt, Dist Meerut, Uttarpradesh-250001	Public-Individual	500000	7000000
17	Prakhar Bajpai	BETPB2163 P	S/O Sunilkumar Bajpai, 67/18, Kanpur Nagar, Kanpur-Uttar Pradesh-208001	Public-Individual	500000	7000000

18	Harshit Ranjan	CYYPR5525 B	B-9, Abhiyantra Nagar, Ashiyana Nagar, Post Office, Phulwari, Ashiannagar, Patna Bihar, 800025	Public- Individual	500000	7000000
19	Arun Gupta	BNGPG657 1C	S/O Surinder Gupta, 125-E, Gautam Nagar, Andrewsganj South Delhi, Delhi-110049	Public- Individual	500000	7000000
20	Sulakash ana Trikha	AAEPT7318 J	403, A, Adelphi Shashtri, Nagar, Lokhandwala, Complex, Andheri West, Azad Nagar, Mumbai Maharashtra 400053	Public- Individual	250000	3500000
21	Raman Trikha	AABPT7266 L	S-418 G K Part-1, South Delhi, New Delhi, 110048, Delhi, India	Public- Individual	250000	3500000
22	Elan Capital Advisors Private Limited	AAACO5376 L	2, First Floor, Rahimtoola House, 7 Homi Street, Rbi Hornimal Circle, Near Rbi, Mumbai-400001 Maharashtra	Public- Bodies Corporate	500000	7000000
23	Rajnish Kumar Singh	AUWPK526 6C	C/O Rajnish Kumar Singh, B Wing 6Th Floor, 602 Shreenath Nagar Building No-1, Opposite Yaswant Gaurav Nalasopra, Karmale, Palghar-401203	Public- Individual	500000	7000000

24	Woodland Retails Private Limited	AABCW1644A	75, Metcalfe Street, 1St Floor, Kolkata-700013, West Bengal	Public-Bodies Corporate	150000	2100000
25	Shreepriya Chaudhary	ARJPC9303N	S/O Deepak Kumar Chaudhary, 2 Chapel Road, Hastings, Kolkata West Bengal-700022	Public-Individual	200000	2800000
26	Deepak Kumar Chaudhary	ACNPC9855E	S/O Santosh Kumar Chaudhary, 2 Chapel Road, Hastings, Kolkata West Bengal-700022	Public-Individual	25000	350000
27	Renuka Trading/ Gaurav Tomar	ABJFR5556N	44A Manohar Park, Rohtak Road, Punjabi Bagh, New Delhi, 110026, Delhi, India	Public-Partnership Firm	1740000	24360000
28	Shyam Ji Enterprises/Nitin Batri	AFJFS0292Q	17 B/35 Ground Floor, West Punjabi Bagh, New Delhi-New Delhi Pin : 110026	Public-Partnership Firm	1850000	25900000
29	K N Consultants/Kamal Kishore Sharma	ABBFK5237H	606 Pearls Best, Heights li Plot No. C9 Netaji, Subhash Place Pitampura, Delhi, 110034, Delhi, India	Public-Partnership Firm	950000	13300000
30	G R Traders/Sachin	ABCFG4675J	219 Vikas Royal Arcade, Plot No-26 Road No 44 Community Center, Delhi, 110034, Delhi, India	Public-Partnership Firm	950000	13300000

31	R G Consulta nts/Raje ev	ABKFR8102 P	219 Vikas Royal Arcade, Plot No- 26 Road No 44 Community Center, Delhi, 110034, Delhi, India	Public- Partnership Firm	1275000	17850000
32	Rajeev Dori Lal	FJDPR1419 F	M 85 Ground Floor Gali No 6 Blkm Shastri Nagar Ashok Vihar, Delhi, 110052, Delhi, India	Public- Individual	950000	13300000
33	Sachin Naresh Kumar	GWJPS5263 Q	Sahjwan Nagar Sahabad Urf Mitthepur Sahabad Urf, Mitthepur, Haziabad, 201009, Uttar Pradesh, India	Public- Individual	950000	13300000
34	Ritu Chopra	AFCPC3660 H	H No 447, L Model Town, Jalandhar I Jalandhar, Jalandhar, 144003, Punjab, India	Public- Individual	50000	700000
35	Supreet Kaur	ADYPK2847 E	Gurpreet Singh, S 235. Ground Floor, Panchsheel Park, Sahpurjat South, Delhi Sputh Delhi-110049	Public- Individual	50000	700000
36	Alka Darshpre et Singh	AIVPA4688 H	F 84, Kalkaji, Delhi-110019	Public- Individual	50000	700000
37	Jatinder Singh	BFQPS0924 B	C-45 First Floor South Extn, Part Andrewsganj South, Delhi,	Public- Individual	75000	1050000

			New Delhi Delhi-110049			
38	Manjit Singh	EBVPS6840 G	S O Sarwan Singh ,Village Landhra, ,Landara, Jalandhar ,Punjab, ,Jalandhar, Punjab,India-144419	Public-Individual	75000	1050000
39	Aryan Securities And Holdings Limited	AADCA9456 C	Shriji Metropolis No 7 7Th Cross Street 2Nd Floor Shenoy Nagar Chennai, 600030, Tamil Nadu, India	Public-Bodies Corporate	300000	4200000
40	Avance Ventures Private Limited	AAECA5648 R	Off No-226/27, Magestick Shopping Center, 2Nd Floor, 144 Opera House, Mumbai 400004 Maharashtra	Public-Bodies Corporate	400000	5600000
41	Navin Nishar	AAAPN4040 P	701, Acme Regency, Above Sony Mony Show Room, S. V. Road, Vile Parle (W), Mumbai,400056, Maharashtra,India	Public-Individual	300000	4200000
42	Garish Chopra	ACVPC5360 L	2218,Krishna Nagar Ludhiana, Punjab 141001	Public-Individual	35000	490000
43	Parth Jain	CUMPJ052 1R	S/O Amit Jain, H No-802/1-C, Patel Nagar, Civil Line, Ludhiana, Punjab-141001	Public-Individual	35000	490000

44	Rashika Jain	CPHPJ2248 K	D/O Amit Jain H No 802/1 C Patel Nagar Civil Line, Ludhiana, Ludhiana, 141001, Punjab, India	Public-Individual	35000	490000
45	Bhupesh Jain	ABJPJ5419 Q	C/O Ramesh Chander Jain, Street No-2, New Cantt Road, Faridkot, Punjab-151203	Public-Individual	35000	490000
46	Ajitkumar Singhi	AMLPS2235 G	1301, 13Th Floor, Shreeji Residency, Oppsite Dhiraj Sons, Vesu, Surat-395007 Gujrat	Public-Individual	35000	490000
47	Sanjay Kumar Singh	BACPS5646 B	Z-107, Prem Nagar Kashmiry Colony, Najafgarh, Near Shiv Sai Dham Mandir, Paprawat, South West Delhi-10043	Public-Individual	40000	560000
48	Pramod Kumar Tiwari	AYIPT2909F	S/O Rambachan Tiwari, F-272, Barghach Colony, Near Durga Temple, Post Dugda, Dughda Coal Washery, Bokaro Jharkhand-828404	Public-Individual	35000	490000
49	Vivek Narpat Chandan	AKJPC2315 D	S/O Narpat Chandan Rajendra Vihar Bldg 6Th Floor, Room No604	Public-Individual	30000	420000

			Khetwadi 12Th Cross Lane Khetwadi Near, Pavri School Mumbai, Mumbai, 400004, Maharashtra			
50	Shivani Arvindku mar Mehta	FTWPM760 4E	44/62 Lad Niwas 3Rd Floor,Room No 30 Ardeshir Dady, Street,Girgaon,M umbai Maharashtra- 400004	Public- Individual	35000	490000
51	Kaushal Suresh Kumar Shah	GKCPS5594 F	B/503 Jolly Residency Vesu Road Near Vijaylaxmi Vesu Surat, 395007 Gujarat	Public- Individual	35000	490000
52	Sonam Ramesh Kumar Jain	AQYPJ2799 K	11/331 Nirlon C H S,S V Road Siddharth Nagar,Goregaon, West Mumbai,Mumbai Maharashtra- 400104	Public- Individual	35000	490000
53	Rajesh Parasmal Shah	AJEPS0688 M	Ft No 402 Rajendra Vihar Grant Road 12Th Khetwadi Crs Lane Near Pavri High Scl Girgaon Mumbai,400004, Maharashtra,Ind ia	Public- Individual	35000	490000
54	Meet Sureshb hai Shah	IKPPS8502 C	B 503 Jolly Residency Opp D L A School Vesu Surat 395007 Gujarat In	Public- Individual	30000	420000

55	Sohel Shabbir Shaikh	NTOPS4017 K	Navrang Chawl, Azadwadi, Vct: Kandivali East, Maharashtra, Pin Code: 400101	Public-Individual	1550000	21700000
56	Jameer Ayub Atar	BGXPA8266 J	Room No- 1. Jai Bajrang Welfare Society ,Akurli Road, Azad Wadi Damu Nagar,Kandivali East Mumbai-400101 Maharashtra	Public-Individual	1585000	22190000
57	Umesh Bajrang Jadhav	AKQPJ6441 C	Room No.-14 Sainath Krupa Wadi A-2 Housing Society Bailbazar Wadia Estate Near Building No.17 Kurla West Mumbai Suburban Maharashtra 400070 Maharashtra	Public-Individual	1575000	22050000
58	Nirnay Multitrade Llp	AALFN5164 B	C-181, Motilal Nehru Nagar, Sion Antophill Church, Mumbai 400037	Public-LLP	1795000	25130000
59	Pakhi Multitrade Llp	AAQFP2017 G	H No 2063/6 Devkbhai Niwas Nr Hanuman Mandir Nilji Gaon Dombivali East Thane Thane, 421204, Maharashtra, India	Public-LLP	1815000	25410000
60	Tarannu m Irfan Maniyar	DCTPM439 6B	Talegaon Road, Loni Kh, Loni Khurd Rahta,	Public-Individual	1365500	19117000

			Ahmadnagar 413713			
61	Rama Trisharan Kamble	FTQPK9058 A	Samrat Sfruti Mitra Mandal, Sandesh Nagar, Bailbazar Kurla, Andheri Road Kurla West, Mumbai Suburban Sakinaka, Maharashtra, Pincode: 400072	Public- Individual	1765000	24710000
62	Geeta Rajendra Varma	ASMPV0203 A	Vijay Rahiwashi Sangh, Sg Barve Marg Kurla, East Mumbai, Mumbai, 400024, Maharashtra, India	Public- Individual	1787500	25025000
63	Swati Mahendra Kamble	CMIPK6329 J	B.I.T. Chawl No 3 Room No 41, Grd Flr Seth Moti Shah Lane Telephone Exchange Mazgaon Mumbai, 400010, Maharashtra, India	Public- Individual	1600000	22400000
64	Sayli Akshay Shelke	EHAPS7862 B	Akshay Sjhelke, Sai Deep Chawl Room No.1, Chawl No.1, Gaon Devi Road, Mharal, Kalyan, Mharal Bk, Po: Varap, Dist: Thane, Maharashtra- 421301	Public- Individual	1690000	23660000

65	Sarita Sunil Mane	CGNPM309 9J	Karim Chawl Laxmi Nagar Akruli Road Near Terna Medical Damu Nagar Kandiwali East Mumbai -400101	Public- Individual	1675000	23450000
66	Mamta Raju Mane	BNTPM5755 P	Damu Seth Compd Damu Ngr Akurli Road Nr Panchyat Samiti Kandivali East Mumbai Mumbai Kandivali East Mumbai Mumbai, 400101, Maharashtra, India	Public- Individual	1881000	26334000
67	Mumba Enterpris es Private Limited	AASCM770 9F	306, Flr 3, Plot 497, Roop Raj, Svp Road, 2Nd Parsiwada Girgaon, Mumbai-400004	Public- Bodies Corporate	1818000	25452000
68	Kangna Tradewin g	AAOFK2469 D	Office No 101 Floor Plot No 497, Roop Raj 2Nd Parswada, Opera House Mumbai, Mumbai, 400004, Maharashtra	Public- Partnership Firm	1754000	24556000
69	Ami Niraj Shah	AOUPS9279 R	145 - A/6, Jain Society,Sion (W), Mumbai, 400022, Maharashtra, India	Public- Individual	3425000	47950000
70	Shahnaw az Sayed	CQTPS1883 A	Johar Hussain Sayed, Flat No- 602, Vishnu Apartment, Nr	Public- Individual	250000	3500000

			Don Bosco School, Juchandara Naigaon East, Juchandara, Poast Vasai East, Dist Palghar, Maharashtra-401208			
71	Mohammad Abbaas Ahmed Agha Sajjad Sayed	PFPPS5041 E	C/O Ahmed Agha Sajid Sayed, Flat No-1105, 11Th Floor, Building No-R-2, Rehab Building, Off Relief Road, Near Muslim Cememtery R M Road, Gulistan Nagar, Jogeshwari West, Mumbai-400102	Public-Individual	250000	3500000
72	Shyam Lal Mittal	AAXPM6789 M	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo: Sector 20 Panchkula District: Panchkula Haryana 34117	Public-Individual	100000	1400000
73	Saurabh Mittal	ANRPM842 0A	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo: Sector 20 Panchkula District:	Public-Individual	100000	1400000

			Panchkula Haryana 34117			
74	Nirmla Mittal	AAXPPM679 ON	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo: Sector 20 Panchkula District: Panchkula Haryana 34117	Public- Individual	100000	1400000
Total					5651100 0	791154000

**Refer point 6 of the Explanatory Statement under Item No. 4 for the basis on which price has been arrived.*

*** Twenty Five percent of the total consideration amount shall be paid by the allottee on or before the allotment of equity warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.*

“RESOLVED FURTHER THAT in terms of regulation 161 of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Friday, August 29, 2025** (As per Regulation 161 of the ICDR Regulations, 2018 Relevant date is August 30, 2025 but it falls on Weekend therefore a date preceding weekend i.e. August 29, 2025 is taken as relevant date), being the working day preceding the date that is 30 (thirty) days prior date of Annual General Meeting in which special resolution is proposed to be passed by shareholders i.e. September 29, 2025.”

“RESOLVED FURTHER THAT the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the ICDR) Regulations. The equity shares of the company have been frequently traded as on the relevant date; therefore, the price of the equity share of the Company as per regulation 164 of ICDR Regulations. *Further as per Regulation 166A of ICDR Regulations, “any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”,* hence the price has been determined by taking into account the Valuation Report dated September 05, 2025 issued by Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106). (Please refer to paragraph 6 of item no. 4 of explanatory for the details of the valuation report obtained in relation to determine the price of equity shares of the Company. The valuation report is available for inspection at

the Registered Office of the company during the business hours on any working days and the same can also be access at Company's website i.e. www.bgilfilms.com).".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank *pari-passu* in all respects including dividend with the existing fully paid-up equity shares of the company."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

- a) The tenure of the warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment.
- b) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder at any time before the expiry of Eighteen months from the date of allotment of the Warrants.
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder.
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall

be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange i.e. BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form **PAS-4** to the allottee inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder.”

“RESOLVED FURTHER THAT the Board or company secretary of the company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to stock exchange i.e. BSE Limited for obtaining of in-principle

approval, filing of requisite documents with the Registrar of Companies, (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committee”), any director(s) and / or Company Secretary and / or any person associated with the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

Item no. 10 Approval of request received from persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof, for the time being in force), and subject to necessary approvals from BSE Limited (BSE), Calcutta Stock Exchange Limited (CSE) and/ or such other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons from “Promoter Group” category to “Public” category

S.No.	Name of Shareholders	No of Equity Shares Held	Percentage of shareholding / voting rights
1	Mr. Gaurav Bhatia	2,40,000	2.12
2	Mrs. Garima Bhatia	30,400	0.27
3	Mr. Jitendra Bhatia	2,700	0.02

RESOLVED FURTHER THAT the Promoter Group seeking re-classification from the existing “Promoter Group” category to “Public” category, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.

RESOLVED FURTHER THAT Mr. Amit Panwar, Executive Director, Mr. Jamuna Prasad Sharma, Chief Financial Officer and Akhileshwar Singh, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary including intimation to BSE post members approval and to submit the application for re-classification to BSE within the permitted time to give effect to this resolution.”

Item no. 11 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 a Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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, notwithstanding that such borrowings availed or to be availed individually or taken together with previous borrowings availed by the Company from any one or more promoter companies during any financial year exceeds ten percent or such other limit as may be specified under the SEBI Listing Regulations or any amendment thereof, of the annual consolidated turnover of the Company as per the last audited financial statements of the Company preceding the respective financial year in which such borrowings is availed by the Company, on arm’s length basis, and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof)(“Borrowings”), the amount of the borrowing of Rs. 5,00,00,000 (Rupees Five crore only) including already availed by the Company from Merit Export Private Limited and Bharatiya Global Infomedia Limited.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as maybe necessary in this regard from time to time to give effect to the above resolution.”

Item no. 12 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, 2025, be and are hereby written off.

Particulars	Creditors		Debtors
	Debit	Credit	Debit
Creditor RA	3990214.00		
Debtors CJ			1538504.22
Debtors RA			5166630.00
Brain Wave	10030000.00		
Campus EAI India Private Limited			12179999.10
Cleveland Ventures Pvt Limited			1125200.00
High Ground Enterprises			5945073.60
Long Live Cinema Private Limited			1725000.00
Manak Computers Ltd		6645789.00	
Mediman Healthcare LLP			11733920.00
Microcare Computers Pvt Ltd			20555600.00
Moksha Digital Software Private Ltd		16451288.00	
Phelix Consultancy Services Pvt Ltd		24742905.40	
Picture Thoughts Productions Private Limited			6357823.00
Pvr Limited			5280000.00
Star Buzz365 Entertainments		11420662.00	
Sulfro Technologies & Appliances Pvt Ltd		25216575.00	
Grand Total	4,993,214.00	84,477,219.40	71,607,749.92

“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/-
Akhileshwar Singh
Company Secretary

Date: **5th September, 2025**
Place: Noida

Notes:

1. Pursuant to the Ministry of Corporate Affairs (“MCA”) General Circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI /HO/ CFD/ CMD1/ CIR/ P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India (hereinafter referred to as “SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 36th Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required.
Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated September 19, 2024, permits companies whose Annual General Meetings (AGMs) are due in 2024 or 2025 to conduct them virtually via Video Conferencing (VC) or Other Audio Visual Means (OAVM) until September 30, 2025
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 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 in 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, pursuant to Section 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the 35th AGM through VC/ OAVM and cast their votes through e-Voting.
7. The Notice of AGM along with Annual Report for the financial year 2024-25, 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 Saturday, September 20, 2025 to Tuesday, September 30, 2025 (both days inclusive).*
- 9.** *Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other statutory Registers are required to email to bgilfilms@bgilinfo.com.*
- 10.** *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.*
- 11.** *The Board of Directors, at their meeting held on September 5, 2025 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.*
- 12.** *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.*
- 13.** *The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.*
- 14.** *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, Monday, September 22, 2025. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Monday, September 22, 2025 should treat this notice for information purpose only.*
- 15.** *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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM.*
- 16.** *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.*
- 17.** *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.

18. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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.
24. 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.
25. The recorded transcript of the forthcoming AGM on September 30, 2025, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.
26. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice and facility to appoint proxy is not available.
27. *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.*

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 **Saturday, September 27, 2025 (9:00 a.m. IST)** and ends on **Monday, September 29, 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2025 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/](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/](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/](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 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 For example, if your Beneficiary ID is 1 2 * * * * * then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company 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@bgilfilms.com.

(b) In case shares are held in demat mode, please provide DPID CLIENT 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@bgilfilms.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” 113342 (e-voting even number) of “KEI Industries 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 Mr. Akhileshwar Singh Company Secretary 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 / vishalsharma2807@gmail.com before September 29, 2025 (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/-

Akhileshwar Singh
Company Secretary

Date: 5th September, 2025

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 Nos. 2

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Amit Panwar as Whole time Director of the Company for a period of 1 (one) years w.e.f. 12th August, 2025, 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 a executive Whole Time Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. 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 their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

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 these resolutions.

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
<i>Date of Birth (dd/mm/yyyy)</i>	10/01/1977
<i>Age (in years)</i>	46
<i>Date of Appointment</i>	12 th August, 2025
<i>Qualification</i>	B. Com
<i>Relationship between Director, Manager and Key Managerial Personnel</i>	Nil
<i>Board Position held</i>	Whole Time Director
<i>Terms and Conditions of appointment</i>	Not Liable to retire by rotation
<i>Nature of his expertise specific function areas along with experience (in years)</i>	<p>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).</p> <ul style="list-style-type: none"> 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.
<i>Number of Meetings of the Board attended during the year</i>	0
<i>Other Directorship</i>	Shreshthatam Properties Limited
<i>Chairperson/ member</i>	Nil

Item Nos. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on 12th August, 2025 appointed Mrs. Arti Bhatia(DIN: 00047040) as an Additional Director of the Company f. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Articles of Association of the Company, Mrs. Arti Bhatia shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director. The relatives of Mrs. Bhatia may be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

Further, Mrs. Arti Bhatia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

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 Mrs. Arti Bhatia none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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: -

<i>Name of the Director</i>	Mrs. Arti Bhatia
<i>Date of Birth (dd/mm/yyyy)</i>	24/06/1967
<i>Age (in years)</i>	58
<i>Date of Appointment</i>	1 st August, 2025

<i>Qualification</i>	B.A.
<i>Relationship between Director, Manager and Key Managerial Personnel</i>	Nil
<i>Board Position held</i>	Non-executive and non-Independent Director
<i>Terms and Conditions of re-appointment</i>	Liable to retire by rotation
<i>Nature of his expertise specific function areas along with experience (in years)</i>	<i>Profile of Mrs. Arti Bhatia</i> <i>She is Graduate. She has vast experience in the field of HR, Banking, Finance and related activities. She is active in the field of social welfare programs. She has more than 35 years' experience in the field of Corporate Sector. She is humble and polite. She is keen of doing philanthropy works in rural are urban areas of the society.</i>
<i>Number of Meetings of the Board attended during the year</i>	5
<i>Other Directorship</i>	Merit Export Private Limited Bharatiya Global Infomedia Limited
<i>Chairperson/member</i>	Nil

Item Nos. 4

Mr. Premkumar Sitaram Mahato is a Non- executive Independent Director of the Company not liable to retire by rotation. It is proposed to appoint Mr. Premkumar Sitaram Mahato as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Regulation 16(1)(b) and 17 of 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. Prem Kumar Sitaram Mahato i as independent director.

The Company has received consent in writing from Mr. Premkumar Sitaram Mahato to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Premkumar Sitaram Mahato that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Agreement. In the opinion of the Board Mr. Prem Kumar Sitram Mahato fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Mr. Prem Kumar Sitaram Mahato is independent of the management.

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

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 Registered 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. Premkumar Sitaram Mahato of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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: -

<i>Name of the Director</i>	Mr. Prem Kumar Sitaram Mahato
<i>Date of Birth (dd/mm/yyyy)</i>	05/05/1982
<i>Age (in years)</i>	45
<i>Date of Appointment</i>	5 th , September 2025
<i>Qualification</i>	B.com
<i>Relationship between Director, Manager and Key Managerial Personnel</i>	Nil
<i>Board Position held</i>	Independent Director
<i>Terms and Conditions of appointment</i>	Not Liable to retire by rotation
<i>Nature of his expertise specific function areas along with experience (in years)</i>	He is B. Com Graduate with strong analytical and problem-solving abilities. He has wide experience over 5 years in the area of Business Management, Arranging Funds and Deployment. He also has experience in Investment Strategies and taking client on board.
<i>Number of Meetings of the Board attended during the year</i>	0

<i>Other Directorship</i>	MEHTA POLYTEX LIMITED
<i>Chairperson/member</i>	Nil

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 to make loan/invest/provide guarantees/security, 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 to support its business operations, the Company may needs 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 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. 6, 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 Nos. 8

The present Authorised Share Capital of the Company is Rs. 11,67,78,000/- (Eleven Crores Sixty-Seven Lakhs Seventy -Eight Thousand Only) divided into 1,16,77,800 (One Crore Sixteen Lakhs Seventy-Seven Lakhs Eight-Hundred Only) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs. 11,32,76,300/- (Rupees Eleven crore Thirty-Two Lakhs Seventy-Six Thousand Three Hundred only) comprising of 11327630 (One Crore Thirteen Lakhs Twenty-Seven Thousand Six Hundred Thirty) Equity Shares of Rs. 10/- each.

The Board, has also accorded its approval for increasing the Authorised Share Capital from Rs. 11,67,78,000/- (Eleven Crores Sixty-Seven Lakhs Seventy -Eight Thousand Only) divided into 1,16,77,800 (One Crore Sixteen Lakhs Seventy-Seven Lakhs Eight-Hundred Only) equity shares of Rs. 10/- (Ten only) each to Rs. 68,00,00,000 /- (Sixty-Eight Crores only) divided into 6,80,00,000 (Six Crore Eighty Lakhs only) equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

ITEM NO. 9

TO ISSUE FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO IDENTIFIED NON-PROMOTER PERSON

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore, in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 9 is recommended for the approval of shareholders as Special Resolutions.

The Company is eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants including equity shares to be allotted upon exercise of right attached to the Warrants.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following disclosures are required to be made in the explanatory statement to the notice.

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

- a) *For meeting the working capital requirements of the Company*
- b) *Investment in shares for acquisition of company/business*
- c) *General Corporate Purposes*

Utilization of proceeds of the Preferential Issue

The intended use of the proceeds of the Preferential Issue is as under: -

S.N.	Particulars	Total estimated amount to be utilized (Rs. In Crores)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	<i>Working Capital (50%)</i>	39.56	<i>Upto Twenty-Five Percent amount By December, 2025 and remaining amount by March, 2026</i>
2	<i>Investment in shares for acquisition of company/business (25%)</i>	19.78	<i>Upto Twenty-Five Percent amount By December, 2025 and remaining amount by March, 2026</i>
3	<i>General Corporate Purposes (25%)</i>	19.78	<i>Upto Twenty-Five Percent amount By December, 2025 and remaining amount by March, 2026</i>

Total	79.12	
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Note: In terms of BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances

Schedule of Implementation and Deployment of Funds

The issue proceeds of amount equivalent to 25% of the Warrants received by the company at the time of subscription within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the stock exchange i.e. BSE Limited, whichever is later. The balance 75% shall be received the company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, Upto Twenty-Five Percent amount By December, 2025 and remaining amount by March, 2026, as provided in detail in above table.

Monitoring of Utilization of Funds

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

2. Maximum number of specified securities to be issued:

Upto 5,65,11,000 (Five Crore Sixty-Five Lakh Eleven Thousand), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company presently have face value of Rs.10/- (Rupee Ten Only) ("**Equity Share**") each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs.14/- (including Premium of Rs.4/-) each to be payable in cash ("**Warrant Issue Price**"), aggregating upto **Rs.79,11,54,000/- (Rupees Seventy-Nine Crore Eleven Lakhs Fifty-Four Thousand Only)**, ("**Total Issue Size**"), out of which 25% (Twenty-Five Percent) of the Warrant Issue Price shall be paid by the Warrant Holder to the Company before the allotment of Warrants ("**Warrants Subscription Price**") and 75% (Seventy-Five Percent) of the Warrant Issue Price ("**Warrant Exercise Price**") shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

3. Price and Size of the preferential issue and the amount which the Company intends to raise by way of such securities:

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164 and 166A read with Regulation 161 of Chapter V of the ICDR Regulations is **Rs.79,11,54,000/- (Rupees Seventy-Nine Crore Eleven Lakhs Fifty-Four Thousand Only)**. In view of the above, the Board of directors has approved the same price for issuance of 5,65,11,000 (Five Crore Sixty-Five Lakh Eleven Thousand) warrants aggregating to **Rs.79,11,54,000/- (Rupees Seventy-Nine Crore Eleven Lakhs Fifty-Four Thousand Only)**. ("**Issue Size**")

4. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: Friday, September 05, 2025

5. Relevant Date

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Friday, August 29, 2025** (As per Regulation 161 of the ICDR Regulations, 2018 Relevant date is August 30, 2025 but it falls on Weekend therefore a date preceding weekend i.e. August 29, 2025 is taken as relevant date), being the working day preceding the date that is 30 (thirty) days prior date of Annual General Meeting in which special resolution is proposed to be passed by shareholders i.e. September 29, 2025.

6. Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any) along with report of the Independent registered valuer:

The equity shares of the company are listed on BSE Limited and have been frequently traded on the stock exchange as per sub regulation (1) of regulation 164 of ICDR Regulations as on the relevant date, further, *as per Regulation 166A of ICDR Regulations, “any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price”*, therefore, the price of equity shares of the company is determined as per valuation report dated September 05, 2025 issued by Mrs. Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) for issuance of Warrants through preferential issue for cash consideration arrived at Rs.14/- (including Premium of Rs.4/-), per warrant in pursuance to regulation 165 of ICDR Regulations (**“Valuation Report”**).

The Board of Directors of the company has accepted the price as arrived in accordance with the valuation report as mentioned above.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company's website i.e. www.bgilfilms.com.

It is to be noted that the Articles of Association of the Company does not provide any condition for the valuation of equity shares of the company.

There is no change in control consequent to the present preferential issue to the proposed allottee.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors, Except Mr. Amit Panwar Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre-Preferential Allotment		Number of Warrants proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	Zeenat Alnasir Gilani	AHC PG8 299 G	S/O Al Nasir Abdul Aziz Gilani, Flat No-Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Bangalore Karnatka-560006	Public-Individual	0	0.00	400000	400000	0.59
2	Anees Alnasir Gilani	AM WPG 853 5A	W/O Al Nasir Abdul Aziz Gilani, Flat No-Gb Decan Court Appartment No-53, Coles Road, Frazer Town, Bangalore Karnatka-560006	Public-Individual	0	0.00	400000	400000	0.59
3	Anisa Alnasir Gilani	AKU PA8 443 P	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore	Public-Individual	0	0.00	350000	350000	0.52

			North, Bengaluru, 560005, Karnataka						
4	Alnasir Abdul Aziz Gilani	ADV PG8 711 E	Deccan Court Flat No Gb No 53, Coles Road, Frazer Town, Bangalore North, Bengaluru, 560005, Karnataka	Public- Individ ual	0	0.00	35000 0	350000	0.52
5	Earth Graphi cs	AAC FE3 909 J	Office No- 01,1St Floor, Akruti Aditya Tower, 36-C Sleater Road (Naushir Har Ucha Marg), Opp Grant Road Station(W), Mumbai- 400007	Public- Partner ship Firm	0	0.00	18500 00	185000 0	2.73
6	Earth Global	AAD FE5 603 N	A-102 Royal Garden. Dr. A. B. Road, Atria Millenium Mall Compound, Worli Mumbai 400 018	Public- Partner ship Firm	0	0.00	17500 00	175000 0	2.58
7	Bharat Babula l Jain	AAE PJ2 184 L	B-1 Rockside Appt 112/116, Walkeshwar Road Opp.Afghan Consulatemu mbai, 400006,	Public- Individ ual	0	0.00	23000 00	230000 0	3.39

			Maharashtra, India						
8	Harsh Bharat Jain	AVP PJ4 765 P	B-1,Rockside Appt,112/116 Walkeshwar Rd,Opp.Afgha n Consula Mumbai, 400006, Maharashtra, India	Public- Individ ual	0	0.00	22500 00	225000 0	3.32
9	Bharat Babula l Jain Huf	AAC HB9 715 P	B-1, Rockside Appt., 112/116, Walkeshwar Road, Opp. Afghan Consulate, Walkeshwar, Malabar Hill, Mumbai- 400006	Public- HUF	0	0.00	20900 00	209000 0	3.08
10	Sant Jee	ATU PJ6 374 P	C/O Ranjeet Kumar, Flat No-506, Gaur Ganga-1, Sector-4, Vaishali, I E Sahibabad, Ghaziabad, Uttar Pradesh- 201010	Public- Individ ual	0	0.00	30000 0	300000	0.44
11	Sanjeet Singh	EIAP S92 75R	S/O Pasupati Nath Singh, House No- 393, Ward- 16, Chhapora, Raipur, Chhattisgarh- 493111	Public- Individ ual	0	0.00	30000 0	300000	0.44
12	Satyap al Singh	AIUP S25 26H	S/O Teekam Singh, 39, Sardhana	Public- Individ ual	0	0.00	50000 0	500000	0.74

	(Relative of KMP Amit Pawar)		Road, Adarsh Nagar, Kanker Khera, Meerut, Meerut Cantt, Uttar Pradesh-250001						
13	Vimla Devi (Relative of KMP Amit Pawar)	AGT PD2 149 N	W/O Satypal Singh, 39, Sardhana Road, Adarsh Nagar, Kanker Khera, Meerut, Meerut Cantt, Uttar Pradesh-250001	Public-Individual	0	0.00	500000	500000	0.74
14	Deepak Srivastava	AOS PS3 550 H	S/O Rajesh Kumar, Srivastava, L-383, Ganga Nagar, Mawana Road Meerut, Meerut Cantt, Meerut Uttarpradesh-250001	Public-Individual	0	0.00	500000	500000	0.74
15	Aaryan Panwar (Relative of KMP Amit Pawar)	IMX PP1 418 J	S/O Amit Panwar, 39 Adarsh Nagar, Kanker Khera, Post Meerut Cantt, Dist Meerut, Uttarpradesh-250001	Public-Individual	0	0.00	500000	500000	0.74
16	Namita Rani Panwar	AKH PP6 304 M	S/O Amit Panwar, 39 Adarsh Nagar, Kanker	Public-Individual	0	0.00	500000	500000	0.74

	(Relative of KMP Amit Pawar)		Khera, Post Meerut Cantt, Dist Meerut, Uttarpradesh-250001						
17	Prakhar Bajpai	BET PB2 163 P	S/O Sunilkumar Bajpai, 67/18, Kanpur Nagar, Kanpur-Uttar Pradesh-208001	Public-Individual	0	0.00	500000	500000	0.74
18	Harshit Ranjan	CYY PR5 525 B	B-9, Abhiyantra Nagar, Ashiyana Nagar, Post Office, Phulwari, Ashiannagar, Patna Bihar, 800025	Public-Individual	0	0.00	500000	500000	0.74
19	Arun Gupta	BNG PG6 571 C	S/O Surinder Gupta, 125-E, Gautam Nagar, Andrewsganj South Delhi, Delhi-110049	Public-Individual	0	0.00	500000	500000	0.74
20	Sulakashana Trikha	AAE PT7 318 J	403, A, Adelphi Shashtri, Nagar, Lokhandwala, Complex, Andheri West, Azad Nagar, Mumbai Maharashtra 400053	Public-Individual	0	0.00	250000	250000	0.37

21	Raman Trikha	AAB PT7 266 L	S-418 G K Part-1, South Delhi, New Delhi, 110048, Delhi, India	Public- Individ ual	0	0.00	25000 0	250000	0.37
22	Elan Capital Advisors Private Limited	AAA CO5 376 L	2, First Floor, Rahimtoola House, 7 Homi Street, Rbi Hornimal Circle, Near Rbi, Mumbai- 400001 Maharashtra	Public- Bodies Corporate	0	0.00	50000 0	500000	0.74
23	Rajnish Kumar Singh	AUW PK5 266 C	C/O Rajnish Kumar Singh, B Wing 6Th Floor, 602 Shreenath Nagar Building No- 1, Opposite Yaswant Gaurav Nalasopra, Karmale, Palghar- 401203	Public- Individ ual	0	0.00	50000 0	500000	0.74
24	Woodland Retails Private Limited	AAB CW1 644 A	75, Metcalfe Street, 1St Floor, Kolkata- 700013, West Bengal	Public- Bodies Corporate	0	0.00	15000 0	150000	0.22
25	Shreepriya Chaudhary	ARJ PC9 303 N	S/O Deepak Kumar Chaudhary, 2 Chapel Road, Hastings, Kolkata West Bengal- 700022	Public- Individ ual	0	0.00	20000 0	200000	0.29

26	Deepak Kumar Chaudhary	ACN PC9 855 E	S/O Santosh Kumar Chaudhary, 2 Chapel Road, Hastings, Kolkata West Bengal-700022	Public-Individual	0	0.00	25000	25000	0.04
27	Renuka Trading /Gaurav Tomar	ABJ FR5 556 N	44A Manohar Park, Rohtak Road, Punjabi Bagh, New Delhi, 110026, Delhi, India	Public-Partnership Firm	0	0.00	174000	174000	2.56
28	Shyam Ji Enterprises/Nitin Batri	AFJ FS0 292 Q	17 B/35 Ground Floor, West Punjabi Bagh, New Delhi-New Delhi Pin : 110026	Public-Partnership Firm	0	0.00	185000	185000	2.73
29	K N Consultants/Kamal Kishore Sharma	ABB FK5 237 H	606 Pearls Best, Heights Ii Plot No. C9 Netaji, Subhash Place Pitampura, Delhi, 110034, Delhi, India	Public-Partnership Firm	0	0.00	950000	950000	1.40
30	G R Traders /Sachin	ABC FG4 675 J	219 Vikas Royal Arcade, Plot No-26 Road No 44 Community Center, Delhi, 110034, Delhi, India	Public-Partnership Firm	0	0.00	950000	950000	1.40
31	R G Consultants/Rajeev	ABK FR8 102 P	219 Vikas Royal Arcade, Plot No-26 Road No 44	Public-Partnership Firm	0	0.00	127500	127500	1.88

			Community Center, Delhi, 110034, Delhi, India						
32	Rajeev Dori Lal	FJD PR1 419 F	M 85 Ground Floor Gali No 6 Blkm Shastri Nagar Ashok Vihar, Delhi, 110052, Delhi, India	Public-Individual	0	0.00	950000	950000	1.40
33	Sachin Naresh Kumar	GWJ PS5 263 Q	Sahjwan Nagar Sahabad Urf Mitthepur Sahabad Urf, Mitthepur, Haziabad, 201009, Uttar Pradesh, India	Public-Individual	0	0.00	950000	950000	1.40
34	Ritu Chopra	AFC PC3 660 H	H No 447, L Model Town, Jalandhar I Jalandhar, Jalandhar, 144003, Punjab, India	Public-Individual	0	0.00	50000	50000	0.07
35	Supreet Kaur	ADY PK2 847 E	Gurpreet Singh, S 235. Ground Floor, Panchsheel Park, Sahpurjat South, Delhi Sputh Delhi-110049	Public-Individual	0	0.00	50000	50000	0.07
36	Alka Darshpreet Singh	AIVP A46 88H	F 84, Kalkaji, Delhi-110019	Public-Individual	0	0.00	50000	50000	0.07

37	Jatinder Singh	BFQ PS0 924 B	C-45 First Floor South Extn, Part Andrewsganj South, Delhi, New Delhi Delhi-110049	Public- Individual	0	0.00	75000	75000	0.11
38	Manjit Singh	EBV PS6 840 G	S O Sarwan Singh ,Village Landhra, ,Landara, Jalandhar ,Punjab, ,Jalandhar, Punjab,India- 144419	Public- Individual	0	0.00	75000	75000	0.11
39	Aryan Securities And Holdings Limited	AAD CA9 456 C	Shriji Metropolis No 7 7Th Cross Street 2Nd Floor Shenoy Nagar Chennai, 600030, Tamil Nadu, India	Public- Bodies Corporate	0	0.00	30000 0	300000	0.44
40	Avance Ventures Private Limited	AAY CA5 648 R	Off No- 226/27, Magestick Shopping Center, 2Nd Floor, 144 Opera House, Mumbai 400004 Maharashtra	Public- Bodies Corporate	0	0.00	40000 0	400000	0.59
41	Navin Nishar	AAA PN4 040 P	701, Acme Regency, Above Sony Mony Show Room, S. V. Road, Vile Parle (W), Mumbai,4000	Public- Individual	0	0.00	30000 0	300000	0.44

			56,Maharasht ra,India						
42	Garish Chopra	ACV PC5 360 L	2218,Krishna Nagar Ludhiana, Punjab 141001	Public- Individ ual	0	0.00	35000	35000	0.05
43	Parth Jain	CU MPJ 052 1R	S/O Amit Jain, H No- 802/1-C, Patel Nagar, Civil Line, Ludhiana, Punjab- 141001	Public- Individ ual	0	0.00	35000	35000	0.05
44	Rashik a Jain	CPH PJ2 248 K	D/O Amit Jain H No 802/1 C Patel Nagar Civil Line, Ludhiana, Ludhiana, 141001, Punjab, India	Public- Individ ual	0	0.00	35000	35000	0.05
45	Bhupes h Jain	ABJ PJ5 419 Q	C/O Ramesh Chander Jain, Street No-2, New Cantt Road, Faridkot, Punjab- 151203	Public- Individ ual	0	0.00	35000	35000	0.05
46	Ajitku mar Singhi	AML PS2 235 G	1301, 13Th Floor, Shreeji Residency, Oppsite Dhiraj Sons, Vesu, Surat- 395007 Gujrat	Public- Individ ual	0	0.00	35000	35000	0.05
47	Sanjay Kumar Singh	BAC PS5 646 B	Z-107, Prem Nagar Kashmiry Colony,	Public- Individ ual	0	0.00	40000	40000	0.06

			Najafgarh, Near Shiv Sai Dham Mandir, Paprawat, South West Delhi-10043						
48	Pramod Kumar Tiwari	AYIP T29 09F	S/O Rambachan Tiwari, F-272, Barghach Colony, Near Durga Temple, Post Dugda, Dughda Coal Washery, Bokaro Jharkhand- 828404	Public- Individ ual	0	0.00	35000	35000	0.05
49	Vivek Narpat Chand an	AKJ PC2 315 D	S/O Narpat Chandan Rajendra Vihar Bldg 6Th Floor, Room No604 Khetwadi 12Th Cross Lane Khetwadi Near, Pavri School Mumbai, Mumbai, 400004, Maharashtra	Public- Individ ual	0	0.00	30000	30000	0.04
50	Shivani Arvind kumar Mehta	FTW PM7 604 E	44/62 Lad Niwas 3Rd Floor,Room No 30 Ardeshir Dady, Street,Girgao n,Mumbai	Public- Individ ual	0	0.00	35000	35000	0.05

			Maharashtra-400004						
51	Kaushal Suresh Kumar Shah	GKC PS5 594 F	B/503 Jolly Residency Vesu Road Near Vijaylaxmi Vesu Surat, 395007 Gujarat	Public-Individual	0	0.00	35000	35000	0.05
52	Sonam Ramesh Kumar Jain	AQY PJ2 799 K	11/331 Nirlon C H S,S V Road Siddharth Nagar,Goregaon, West Mumbai,Mumbai Maharashtra-400104	Public-Individual	0	0.00	35000	35000	0.05
53	Rajesh Parasmal Shah	AJE PS0 688 M	Ft No 402 Rajendra Vihar Grant Road 12Th Khetwadi Crs Lane Near Pavri High Scl Girgaon Mumbai,4000 04,Maharashtra,India	Public-Individual	0	0.00	35000	35000	0.05
54	Meet Sureshbhai Shah	IKPP S85 02C	B 503 Jolly Residency Opp D L A School Vesu Surat 395007 Gujarat In	Public-Individual	0	0.00	30000	30000	0.04
55	Sohel Shabbir Shaikh	NTO PS4 017 K	Navrang Chawl, Azadwadi, Vct: Kandivali East, Maharashtra,	Public-Individual	0	0.00	155000	155000	2.28

			Pin Code: 400101						
56	Jameer Ayub Atar	BGX PA8 266 J	Room No- 1. Jai Bajrang Welfare Society ,Akurli Road, Azad Wadi Damu Nagar,Kandiv ali East Mumbai- 400101 Maharashtra	Public- Individ ual	0	0.00	15850 00	158500 0	2.34
57	Umesh Bajran g Jadhav	AKQ PJ6 441 C	Room No.-14 Sainath Krupa Wadi A-2 Housing Society Bailbazar Wadia Estate Near Building No.17 Kurla West Mumbai Suburban Maharashtra 400070 Maharashtra	Public- Individ ual	0	0.00	15750 00	157500 0	2.32
58	Nirnay Multitr ade Llp	AAL FN5 164 B	C-181, Motilal Nehru Nagar, Sion Antophill Church, Mumbai 400037	Public- LLP	0	0.00	17950 00	179500 0	2.65
59	Pakhi Multitr ade Llp	AAQ FP2 017 G	H No 2063/6 Devkbhai Niwas Nr Hanuman Mandir Nilji Gaon Dombivali East Thane Thane, 421204,	Public- LLP	0	0.00	18150 00	181500 0	2.68

			Maharashtra, India						
60	Tarann um Irfan Maniya r	DCT PM4 396 B	Talegaon Road, Loni Kh, Loni Khurd Rahta, Ahmadnagar 413713	Public- Individ ual	0	0.00	13655 00	136550 0	2.01
61	Rama Trishar an Kamble	FTQ PK9 058 A	Samrat Sfruti Mitra Mandal, Sandesh Nagar, Bailbazar Kurla, Andheri Road Kurla West, Mumbai Suburban Sakinaka, Maharashtra, Pincode: 400072	Public- Individ ual	0	0.00	17650 00	176500 0	2.60
62	Geeta Rajend ra Varma	ASM PV0 203 A	Vijay Rahiwashi Sangh, Sg Barve Marg Kurla, East Mumbai, Mumbai, 400024, Maharashtra, India	Public- Individ ual	0	0.00	17875 00	178750 0	2.63
63	Swati Mahen dra Kamble	CMI PK6 329 J	B.I.T. Chawl No 3 Room No 41, Grd Flr Seth Moti Shah Lane Telephone Exchange Mazgaon Mumbai, 400010, Maharashtra, India	Public- Individ ual	0	0.00	16000 00	160000 0	2.36

64	Sayli Akshay Shelke	EHA PS7 862 B	Akshay Sjhelke, Sai Deep Chawl Room No.1, Chawl No.1, Gaon Devi Road, Mharal, Kalyan, Mharal Bk, Po: Varap, Dist: Thane, Maharashtra-421301	Public-Individual	0	0.00	169000	169000	2.49
65	Sarita Sunil Mane	CGN PM3 099 J	Karim Chawl Laxmi Nagar Akruli Road Near Terna Medical Damu Nagar Kandiwali East Mumbai -400101	Public-Individual	0	0.00	167500	167500	2.47
66	Mamta Raju Mane	BNT PM5 755 P	Damu Seth Compd Damu Ngr Akurli Road Nr Panchyat Samiti Kandivali East Mumbai Mumbai Kandivali East Mumbai Mumbai, 400101, Maharashtra, India	Public-Individual	0	0.00	188100	188100	2.77
67	Mumba Enterprises Private Limited	AAS CM7 709 F	306, Flr 3, Plot 497, Roop Raj, Svp Road, 2Nd Parsiwada Girgaon, Mumbai-400004	Public-Bodies Corporate	0	0.00	181800	181800	2.68

68	Kangna Tradew ing	AAO FK2 469 D	Office No 101 Floor Plot No 497, Roop Raj 2Nd Parswada, Opera House Mumbai, Mumbai, 400004, Maharashtra	Public- Partner ship Firm	0	0.00	17540 00	175400 0	2.59
69	Ami Niraj Shah	AOU PS9 279 R	145 - A/6, Jain Society, Sion (W), Mumbai, 400022, Maharashtra, India	Public- Individ ual	0	0.00	34250 00	342500 0	5.05
70	Shahn awaz Sayed	CQT PS1 883 A	Johar Hussain Sayed, Flat No-602, Vishnu Apartment, Nr Don Bosco School, Juchandara Naigaon East, Juchandara, Poast Vasai East, Dist Palghar, Maharashtra- 401208	Public- Individ ual	0	0.00	25000 0	250000	0.37
71	Moham mad Abbaas Ahmed Agha Sajjad Sayed	PFP PS5 041 E	C/O Ahmed Agha Sajid Sayed, Flat No-1105, 11Th Floor, Building No- R-2, Rehab Building, Off Relief Road, Near Muslim Cememtery R M Road,	Public- Individ ual	0	0.00	25000 0	250000	0.37

			Gulistan Nagar, Jogeshwari West, Mumbai-400102						
72	Shyam Lal Mittal	AAX PM6 789 M	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo: Sector 20 Panchkula District: Panchkula Haryana 34117	Public-Individual	0	0.00	100000	100000	0.15
73	Saurabh Mittal	ANR PM8 420 A	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo: Sector 20 Panchkula District: Panchkula Haryana 34117	Public-Individual	0	0.00	100000	100000	0.15
74	Nirmla Mittal	AAX PPM 679 ON	Flat No. 101, Tower 1B, Suncity Parikarma, Near Bliss Hospital Sector 20, Vtc: Sector 20 Townpo:	Public-Individual	0	0.00	100000	100000	0.15

			Sector 20 Panchkula District: Panchkula Haryana 34117						
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The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern, further, allotment to the proposed allottee is less than five percent of the post issue diluted share capital of the company.

9. Current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter.:

No change in control is proposed, pursuant to present preferential issue.

10. Shareholding pattern of the issuer before and after the preferential issue:

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		*Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian Promoters	47,38,951	41.84	47,38,951	6.99
2	Foreign Promoters	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) +(A)(2)		47,38,951	41.84	47,38,951	6.99
B	Non-Promoters Holding-				
1.	Institutions (Domestic)	--	--	--	--

2.	Institutions (Foreign)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	21,80,909	19.25	21,80,909	3.21
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	19,20,116	16.95	3,74,44,116	55.20
e.	Non-Resident Indians (NRIs)	16,991	0.15	16,991	0.03
f.	Bodies Corporate	24,69,133	21.80	56,37,133	8.31
g.	Any Other	1,530	0.01	1,78,20,530	26.27
	Sub-Total (B)(4)	65,88,679	58.16	6,30,99,679	93.01
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	65,88,679	58.16	6,30,99,679	93.01
	Total (A+B)	1,13,27,630	100.00	6,78,38,630	100.00

**The post issue paid up capital is arrived after considering the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.*

11. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable. Since, the allotment of Warrants is made for consideration payable in cash.

12. Proposed time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities (including but not limited to the in-

principle approval of the stock exchange i.e. BSE Limited for the issuance of the warrants to the Proposed Allottee on a preferential basis subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

13. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

There shall be no change in the management or control of the Company upon the issuance and allotment of the warrants and equity shares in exchange/conversion of the Warrants, there is no likely change of control of the Company. The allotment to the proposed allottee is less than five percent of the post issue fully diluted share capital of the issuer.

14. Lock-in Period:

The proposed allotment of warrants shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottee (promoters and promoter group) shall be locked-in for a period of **Eighteen Months** from the date of Trading Approval.
- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of **90 trading days** from the date of trading approval.

15. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotments during the year 2024-25.

16. Listing:

The Company will make an application to BSE Limited ("Stock Exchange") at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

17. Principle terms of assets charged as securities: Not Applicable

18. Name and address of valuer who performed valuation

Even if, the equity shares of the issuer company have been frequently traded on the stock exchange but post issue share capital of the issuer company exceeds five percent of the post issue capital on fully diluted basis for allottees, as mentioned in regulation 166A of the SEBI

ICDR, therefore, as per regulation 165 read with 166A of SEBI ICDR Regulations, the Valuation was performed by independent valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. IBBI/RV/06/2020/13106) having office at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad-380008. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. www.bgilfilms.com.

19. Practicing Company Secretary Certificate

The Certificate dated September 08, 2025 issued by Mrs. Manjula Poddar, (Membership no: 9426, COP: 11252) Practicing Company Secretary having office at AC, Mansion Building, 72, Bentinck Street, 5th Floor, Room No. 1A Kolkata – 700001, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Annual General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link www.bgilfilms.com.

20. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted after conversion of warrants and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Ownership	Pre-Issue status of the allottees	Post-Issue status of the allottees	Change in control, if any
1	Earth Graphics	Bhupesh Babulal Jain	Public-Partnership Firm	Public-Partnership Firm	No
2	Earth Global	Bharat Babulal Jain	Public-Partnership Firm	Public-Partnership Firm	No
3	Bharat Babulal Jain Huf	Bharat Babulal Jain	Public-HUF	Public-HUF	No
4	Elan Capital Advisors Private Limited	Naresh Jain	Public-Bodies Corporate	Public-Bodies Corporate	No
5	Woodland Retails Private Limited	Deepak Dinanath Singh	Public-Bodies Corporate	Public-Bodies Corporate	No
6	Renuka Trading/Gaurav Tomar	Gaurav Kishor Kumar Tomar	Public, Partnership Firm	Public, Partnership Firm	No

7	Shyam Ji Enterprises/Nitin Batri	Nitin Batri	Public, Partnership Firm	Public, Partnership Firm	No
8	K N Consultants/Kamal Kishore Sharma	Kamal Kishore Sharma	Public, Partnership Firm	Public, Partnership Firm	No
9	G R Traders/Sachin Kumar	Sachin Naresh Kumar	Public, Partnership Firm	Public, Partnership Firm	No
10	R G Consultants/Rajeev	Rajeev Dori Lal	Public, Partnership Firm	Public, Partnership Firm	No
11	Aryan Securities And Holdings Limited	Shanmukh N Shah	Public, Bodies Corporate	Public, Bodies Corporate	No
12	Avance Ventures Private Limited	Srikrishna Bhamidipati	Public, Bodies Corporate	Public, Bodies Corporate	No
13	Nirnay Multitrade LLP	Vishakha Umesh Jadhav	Public, LLP	Public, LLP	No
14	Pakhi Multitrade LLP	Manilal Lalji Gada	Public, LLP	Public, LLP	No
15	Mumba Enterprises Private Limited	Jaysing Hanumant Nawale	Public, Body Corporate	Public, Body Corporate	No
16	Kangna Tradewing	Deepak Yallappa Mane	Public-Partnership Firm	Public-Partnership Firm	No

21. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares upon conversion of warrants shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

22. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

23. Terms of issue and conversion of convertible warrants to be issued to the proposed allottees

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted.*
- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the right attached to Warrants. The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).*
- c) In the event that, Warrant holder does not exercise the right attached to Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company*
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholders of the Company, except to the extent stated in clause (i) below.*
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).*
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.*
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.*
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.*
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.*

24. Other disclosures/undertaking

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- e) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- g) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations. Since the Companies equity shares are listed on recognized Stock Exchange (BSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.
- h) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- j) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 29, 2025.

Save as above, none of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 9 of this Notice, except to their shareholding in the Company.

Your directors recommend the passing of the Resolution No. 9 of the Notice as a **Special Resolution** by the Members.

Items no.10

Approval of request received from persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from “Promoter Group” category to “Public” category. In terms of the said Regulation, the following persons belonging to Promoter Group had vide letter dated 12th August, 2025 requested the Company for reclassification of their shareholding from the existing “Promoter Group” category to “Public” category in the Shareholding Pattern of the Company and/ or such other places wherever their names appears:

S.No.	Name of Shareholders	No of Equity Shares Held	Percentage of shareholding / voting rights
1.	Mr. Gaurav Bhatia	2,40,000	2.12
2.	Mrs. Garima Bhatia	30,400	0.27
3.	Mr. Jitendra Kumar Bhatia	2,700	0.02

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3) (b) of the SEBI Listing Regulations, the aforesaid shareholders seeking re-classification have confirmed that they along with persons related to them together

- i. do hold more than ten percent of the total voting rights in the Company;
- ii. do exercise control over the affairs of the Company whether directly or indirectly;
- iii. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. do represent on the Board of Directors of the Company (including not having a nominee director);
- v. are not acting as a Key Managerial Person in the Company;
- vi. are not ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. are not a fugitive economic offender.

It is true and fair that Mr. Gaurav Bhatia is an adult and right to decide to separate himself from the Promoter Group. Mr. Gaurav Bhatia individually not hold more than ten percent of the

voting rights in the Company; individually does not exercise control over the affairs of the Company directly and he individually does not represent on the Board of Directors of the Company (including not having a nominee director).

It is true and fair that Mrs. Garima Bhatia is married not live with her parents. She is living separate along with her husband. Mr. Garima Bhatia individually not hold more than ten present of the voting rights in the Company; individually does not exercise control over the affairs of the Company directly and she individually does not represent on the Board of Directors of the Company (including not having a nominee director).

It is true and fair that Mr. Jitendra Kumar Bhatia is living separate along with his family. and has right to decide to separate himself from the Promoter Group. Mr. Jitendra Kumar individually not hold more than ten present of the voting rights in the Company; individually does not exercise control over the affairs of the Company directly and he individually does not represent on the Board of Directors of the Company (including not having a nominee director).

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015 post such re-classification from “Promoter Group” category to “Public Shareholder” category.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 12th August, 2025, which require members’ approval by way of Ordinary Resolution, approval from BSE Limited/or such other approval, if any as may be required. After receipt of the necessary approvals and re-classification, the Promoters & Promoter Group shareholding in the Company would be 39.43% of the total Equity Paid up Share Capital of the Company.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 10 of the Notice, for the approval of the members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 10 of the Notice.

Item no. 11 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:

Name of Party	Limit of Loan/ advance from/to
Merit Export Private Limited	Aggregate Amount 5 Cr
Bhartiya Global Infomedia Limited	
Promoter	

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 30 May 2025 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. 11 of this Notice.

The Board recommends the ordinary resolution set out at Item No.10 of the Notice for your approval.

Item no.12

There are number of Debtors outstanding since very long for which our Internal Auditor in its quarterly reports advising to either settle the accounts with the respective parties or to write off from the books of accounts at the earliest. We have made communications with the parties to settle the accounts but there is no response from their end. Hence, as per the advice of Internal Auditor it is proposed to write off such debtors from the books.

By order of the Board of Directors
For BGIL Films & technologies Limited
Sd/-

Akhileshwar Singh
Company Secretary

Date: 5th September, 2025

Place: Noida

BOARD'S REPORT

The commercialization of the same has t been started yet

Dear Members,

Your Directors have pleasure in presenting the 36th Annual Report with the Audited Financial Statements of **BGIL Films & Technologies Limited** (BGFT) for the financial year ended March 31st, 2025.

1. FINANCIAL RESULTS

(In Lakhs)

Particulars	Financial year Ended March 31, 2025	Financial Year Ended March 31, 2024
Gross Income		
Net Sales/Income from Operations	26.75	0
Other Income	795.50	19.16
Total Income	822.25	19.16
Less: Total Expenditure	814.68	111.53
Profit/Loss before Depreciation, Interest, Exceptional Items & Tax	7.57	(92.36)
Less: Interest	0.00	0.00
Depreciation	9.87	26.16
Profit/Loss Before Tax (PBT)	7.57	(90.30)
Less: Tax expenses including deferred tax	21.65	(23.85)
Exceptional Items/ Prior Period	0.00	2.07
Profit after tax and extraordinary items for the Period	(16.84)	(66.44)
Other Comprehensive Income	-	-
Fair Value changes on Investment	(5.97)	4.22
Total Comprehensive Income for the Period	(22.80)	(62.23)
Earning per Equity Share	(0.20)	(0.55)

2. TRANSFER TO RESERVES

As the company has negative profitability during the year ending 31st March'2025 therefore no possibility of transferring reserve.

DIVIDEND

There is no possibility for dividend this year; it is recommended to look forward for the same keeping in mind the future growth of the company.

3. STATE OF COMPANY AFFAIRS:

For the Financial year 2024-25 ended March 31, 2025, the company achieved an Earnings before Interest, Tax, Depreciation and Amortization (EBITDA) of INR 7.57 Lakhs. The management of your Company is working hard to revive the affairs of the company to achieve a good position in Media & Entertainment Industry besides growth areas from Technology sector also. Due to Some critical conditions, not gone in right path but the Management of your Company have deep knowledge in the field of media & technology, trying hard to get good results in coming years as your company has an expansion plan in year 2025-26 which will definitely yield good results in future.

4. SHARE CAPITAL

There was no change in the share capital of the company during the year under review.

5. CHANGE IN NATURE OF BUSINESS

There was no change in nature of business during the year under review.

6. PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the period under review.

7. DETAILS OF DIRECTORS / KEY MANAGERIAL PERSONNEL:

Mrs. Arti Bhatia has been working as Whole Time Director of the Company till 1st August'25, her tenure expired therefore she opted not to work as WTD and resigned from the post of whole Time Director on 1st August 2025, but She is still on the Board of Directors as a non-executive and non-independent member of Board. Akhileshwar Sing resigned from the post of Company Secretary on 28th march 2025 and again appointed as Company Secretary since 25th June 2025. Mr. Amit Panwar has been appointed as whole Time Director of the Company since 12th August 2025 for a term of five Years and Mr. Prem Kumar Sitaram Mahato has also been appointed as an Independent Director of the Company since 31st August 2025 for a term of two consecutive year.

8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of section 134 (3) I of the Companies Act, 2013, and based on the representations received from the operating management, the directors hereby confirm that:

- 1. In preparation of the Annual Accounts for financial year ended 31st March 2025, the applicable accounting standards have been followed.*
- 2. The Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.*
- 3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.*
- 4. The Directors had prepared the Annual Accounts on a going concern basis.*

5. *They had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively;*
6. *They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.*

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

10.DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

11.PARTICULARS OF EMPLOYEES

There is no employee in the Company whose particulars are required to be given under section 134 of the Companies Act, 2013 and the Rules made there under, as amended.

9. AUDITORS

M/s Singh Ray Mishra & Co., Chartered Accountants (Firm Registration No. 004921E) was appointed as Statutory Auditors of the Company to hold office for term of five years until the conclusion of the 38th Annual General Meeting.

10. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which forms part of the Annual Report as **Annexure V**.

11. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received mandatory declaration required under section 149(6) from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013. Mr. Prem Kumar Sitaram Mahato has appointed as an Independent Director of the Company.

12. MANAGEMENT:

During the year under review, there is change in the management of the Company. Mrs. Arti Bhatia has resigned from the post of whole time Director on 1st August 2025 but still she is on the Board of Directors as non-executive and non-independent director. Mr. Amit Panwar has appointed as Whole Time Director of Company since 12th August 2025 for term of one

year. Mr. Prem Kumar Sitaram Mahato has appointed as Independent Director of the Company.

13. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s AKP & Associates, Company Secretaries as Secretarial C.P. No. 7540 Auditors of the Company. The Secretarial Audit Report, in the prescribed Form No. MR-3 is attached herewith as **Annexure I**.

14. COMMITTEES OF THE BOARD:

Currently, the Board has the following Committees:

- a) *Audit Committee.*
- b) *Nomination and Remuneration Committee.*
- c) *Stakeholder Grievance/Relationship Committee.*
- d) *Independent Director Committee*
- e) *Women Grievance Committee.*

A detailed note on the Board and its Committees is provided under the Corporate Governance Section in this Annual Report.

a) AUDIT COMMITTEE:

The current composition of Audit Committee is as follows:

Mr. Rohit Kaushik	Independent Director	Chairman
Mrs. Arti Bhatia	Executive Director	Member
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

All the recommendations made by the Audit Committee during the year were accepted by the Board.

b) NOMINATION AND REMUNERATION COMMITTEE:

The current composition of Nomination and Remuneration Committee is as follows:

Mr. Rohit Kaushik	Independent Director	Chairman
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

c) STAKEHOLDER GRIEVANCE/RELATIONSHIP COMMITTEE:

The current composition of Stakeholder Grievance/Relationship Committee is as follows:

Mr. Rohit Kaushik	Independent Director	Chairman
Mrs. Arti Bhatia	Executive Director	Member
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

d) NOMINATION AND REMUNERATION COMMITTEE:

The current composition of Stakeholder Grievance/Relationship Committee is as follows:

Mr. Rohit Kaushik	Independent Director	Chairman
Mr. Karan Rajhans	Independent Director	Member
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Umesh Kumar Singh	Independent Director	Member

e) WOMEN GRIEVANCE COMMITTEE

The current composition of Nomination and Remuneration Committee is as follows:

Mrs. Arti Bhatia	Executive Director	Chairperson
Mr. Rohit Kaushik	Independent Director	Member

15. REMUNERATION TO DIRECTORS:

The board of the Company has passed the resolution for remuneration of Directors/KMPs and any other officer of the Company in case of inadequate/ less profits as per the provisions of the Companies Act, 2013 to tender their services.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

Your Company an Infotainment Company with its core operation being related technologies into Media & Films does not involve in any manufacturing activity during the period under review.

No particulars are therefore furnished in this report in relation to the conservation of energy and technology absorption as required under Section 134 of the Companies Act, 2013.

17. DISCLOSURE UNDER SECTION 197(12) AND RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure III (a)**.

18. DISCLOSURE UNDER RULE 5(2) AND RULE 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The requisite details relating to the remuneration of the specified employees covered under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure III (b)**.

19. CORPORATE GOVERNANCE:

Your Company has been practicing the principles of good corporate governance over the years and it is a continuous and ongoing process. A detailed Report on Corporate Governance practices followed by your Company, in terms of Regulation 27 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 together with a Certificate from the Auditors confirming compliance with the conditions of Corporate Governance are provided separately in this Annual Report. Certificate of CEO / CFO, inter alia, confirming the correctness of the financial statements, adequacy of the internal measures and reporting of matters to the audit committee in terms of the Regulation 27 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 with stock exchanges, is also attached as a part of this Annual Report.

20. MEETINGS OF THE BOARD:

During the year under review, five (5) meetings of the Board of Directors were held the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between two Board Meetings was not more than One Hundred and Twenty Days.

21. FOREIGN EXCHANGE EARNING AND OUTGO

The details of foreign Exchange Earnings and Outflow during the Year under review are as below:

Particulars	31.03.2025	31.03.2024
Earning in Foreign Currency:	NIL	NIL
Expenditure in Foreign Currency:		
Imports of Goods	NIL	NIL

22. SHARE CAPITAL & LISTING OF SECURITIES

During the financial year under review, the Company has not issued:

- any equity shares with differential rights as to dividend, voting or otherwise;
- any shares to its employees under the Employees Stock Option Scheme;
- any Sweat Equity Shares

23. PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

The Company has not given any loans, guarantees under Section 186 of the Act. Particulars of investments made by the Company during the financial year 2024-25 are provided in the financial statements.

24. RELATED PARTY TRANSACTIONS

The Company has adopted a Framework on Related Party Transactions (“RPT”) for the purpose of identification and monitoring of RPTs. Details of contracts or arrangements or transactions with Related Parties and arm’s length basis with respect to transactions covered under Section 188 (1) of the Act and the applicable Rules framed there under, in the prescribed Form No. AOC-2, are given in **Annexure IV**. Further, details of Related Party Transactions as required to be disclosed by Accounting Standard – 18 on “Related Party Disclosures” specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements. During the year, the Company has not entered into any transaction with Related Parties which are not in its ordinary course of business or not on an arm’s length basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

25. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. The Company’s internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and some are adequate and operating effectively. These systems are periodically tested and no reportable material weakness in the design or operation was observed. The Audit Committee reviews adequacy and effectiveness of the Company’s internal control system including internal financial controls.

26. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN ATWORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment

at work place of any women employee. During the year, no complaints were received by the internal committee.

27. EXPLANATION OR COMMENTS ON QUALIFICATION ETC., BY AUDITORS AND COMPANY SECRETARY IN PRACTICE:

There is no qualification, reservation or adverse remark or disclaimer made by the Auditors in the Auditors' Report or by the Company Secretary in Practice in Secretarial Audit Report needing explanation or comments by the Board. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

28. ESTABLISHMENT OF CSR POLICY AND RELATED DISCLOSURE / COMPLIANCES

The Company does not cross the threshold limit provided under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 relating to Corporate Social Responsibility, hence CSR is not applicable to the Company.

29. FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

30. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

31. SUBSIDIARIES/ ASSOCIATES OR JOINT VENTURES

During the period under review, no Company has become or ceased to be Subsidiary, Associates or Joint Venture of the Company. The proposal for acquiring of one subsidiary is going on.

32. APPROVAL OF REQUEST RECEIVED FROM PERSONS BELONGING TO THE PROMOTER GROUP FOR RECLASSIFICATION FROM "PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY.

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from "Promoter Group" category to "Public" category. In terms of the said Regulation, the following persons belonging to Promoter Group had vide letter dated 12th June, 2025 requested the Company for reclassification of their shareholding from the existing "Promoter Group" category to "Public" category in the Shareholding Pattern of the Company and/ or such other places wherever their names appear:

S.No.	Name of Shareholders	No of Equity Shares Held	Percentage of shareholding / voting rights
1.	Mr. Gaurav Bhatia	2,40,000	2.12
2.	Mrs. Garima Bhatia	30,400	0.27

3.	Mr. Jitendra Kumar Bhatia	2,700	0.02
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33. PROPOSAL FOR APPROVAL THE WRITTEN OFF OF BAD DEBTS;

The proposal for approval of the written off bad debts is given to the shareholders of the company in ensuing general meeting of the Company.

34. UNSECURED LOAN FROM PROMOTERS

The company had already taken loan from its promoters namely Mrs. Arti Bhatia and Mr. Rakesh Bhatia in order to meet its compliances and employee salary etc. from time to time.

35. SEBI IMPOSED PENALTY IN 2019

The SEBI had imposed the penalty an amount of RS. 5,00,000/- in year 2019 out of which the Sebi recovered an amount of INR 1,40,000 and the balance amount paid very soon.

36. DEMATE MODE OF PHYSICAL MODE OF SHARES

SEBI stopped the transfer of physical shares from April 1, 2019, but recently introduced as per CIRCULAR SEBI/HO/MIRSD/MIRSD-Pod/P/CIR/2025/97 date July 2, 2025 a special six-month window, from July 7, 2025, to January 6, 2026, to re-lodge transfer requests that were rejected before the 2019 deadline due to document deficiencies.

Therefore, the company has already taken due steps in terms of abovesaid circular regarding advising the remaining lot of shareholders of the company to convert their holdings from physical mode to D-mate.

37. ANNUAL EVALUATION BY THE BOARD:

On the recommendation of the Nomination and Remuneration Committee, the Board has finalized the Evaluation Process to evaluate the entire Board, Committees, Executive Directors and Non-Executive Directors. The method of evaluation, as per the Evaluation Process, is to be done by internal assessment through a detailed questionnaire to be completed by individual Directors. In accordance with the Companies Act and the Listing Requirements, the evaluation is done once in a year, after close of the year and before the Annual General Meeting.

ACKNOWLEDGEMENT

The Directors would like to place on record their gratitude for the valuable guidance and support received from Union Government, Government of Maharashtra as also all the Government agencies, banks, financial institutions, shareholders, registrar, share transfer agents, venders, customers, employees and other business associates, who, through their continued support and cooperation, have helped as partners in your Company's progress. The Directors are also deeply touched by the efforts, sincerity and loyalty displayed by the employees without whom the growth of the Company is unattainable. The Directors seek, and look forward to the same support during the future years of growth.

By and on Behalf of the Board of Directors
For BGIL Films & Technologies Limited
Sd/-

Date: 5th September, 2025

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

BGIL FILMS & TECHNOLOGIES LIMITED,
ALTF, 101, NH-19, CRRI, ISHWAR NAGAR,
OKHLA, BTPS (South Delhi), South Delhi,
New Delhi, Delhi, India, 110044

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BGIL FILMS & TECHNOLOGIES LIMITED (hereinafter called "the Company") for the audit period covering the financial year ended on March 31, 2025 (hereinafter referred to as ("the audit period")). Secretarial Audit was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to me and the representation made by the Management, I hereby report that in my opinion, the Company has, during the audit period under consideration complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025, according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made thereunder;

- (ii) *The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;*
- (iii) *The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;*
- (iv) *Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the Company during the audit period;*
- (v) *The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-*
 - a) *Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;*
 - b) *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not Applicable during the review period;*
 - c) *Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;*
 - d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not Applicable during the review period;*
 - e) *Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - Not Applicable during the review period;*
 - f) *Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;*
 - g) *Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - Not Applicable during the review period;*
 - h) *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
 - i) *Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;*
 - j) *Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not Applicable during the review period);*
 - k) *Securities and Exchange Board of India (Intermediaries) Regulations, 2008;*
 - l) *Securities and Exchange Board of India (Brokers and Sub-Brokers) Regulations, 1992,*
 - m) *Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client and,*
 - n) *Other regulations as applicable and circulars/ guidelines issued thereunder;*

I have also examined compliance with the applicable clauses of the Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above and other applicable Acts except and to the extent of the reporting being made herein this report.

I further report that, based on the information provided and the representation made by the Company, in my opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable industry specific Acts, general laws like labour laws and environmental laws etc. The management has also represented and confirmed that all the laws, rules, regulations, orders, standards and guidelines that are specifically applicable to the Company have been duly complied with.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory auditor and other designated professionals.

During the audit period, there were no major events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. I report that during the period under consideration, the Company in compliance with the provisions of Sections 108 and Section 110 and other applicable provisions of the Act, read with the Rules framed thereunder and the General Circulars issued by the Ministry of Corporate Affairs from time to time, has passed NIL resolutions through Postal Ballot via remote e-voting.

During the year under review: -

- 1) *Mr. Harjeet Singh Anand (DIN-03168663) has resigned from the office of Director of the company with effect from 12-08-2024. The corresponding form DIR-12 was filed with the concern ROC after closure of the financial year.*
- 2) *Mr. Amit Lal Yogi (DIN-05159445) has been appointed as an Additional Director with effect from 07-09-2024. He was further regularized by the shareholders at the Annual General meeting held on 30th September 2024 through VC/OAVM. We as the Secretarial Auditor have not come across any notice of his candidature in compliance of Section 160 of the Companies Act, 2013, read with rules and regulations made thereunder. The corresponding form DIR-12 was filed with the concern ROC after closure of the financial year.*
- 3) *Mr. Umesh Kumar Singh (DIN-02170692) has been appointed as an Additional Director with effect from 07-09-2024. He was further regularized by the shareholders at the Annual General meeting held on 30th September 2024 through VC/OAVM. We as the Secretarial Auditor have not come across any notice of his*

candidature in compliance of Section 160 of the Companies Act, 2013, read with rules and regulations made thereunder. The corresponding form DIR-12 was filed with the concern ROC after closure of the financial year.

- 4) The company has shifted its registered office from 44, 2nd Floor, Backary Portion, Regal Building, Connaught Place, New Delhi, Central Delhi, Delhi, India, 110001 to ALTF, 101, NH-19, CRRI, ISHWAR NAGAR, OKHLA, BTPS (South Delhi), South Delhi, New Delhi, Delhi, India, 110044 with effect from 07-09-2024, however, corresponding form INC-22 was filed after closure of the financial year in question.*
- 5) Mr. ROHIT KAUSHIK (DIN-07180228) was appointed as an Additional Director with effect from 12/08/2021, however, he is appearing as an Additional Director in the MCA Master Data even on closure of the financial year in question.*
- 6) Mr. KARN RAJHANS (DIN-03081692) was appointed as an Additional Director with effect from 08/12/2020, however, he is appearing as an Additional Director in the MCA Master Data even on closure of the financial year in question.*
- 7) The filing of MCA e-forms, in general, is delayed. Further, no forms like MGT-14, DPT-3, MGT-15 etc., were seen to have been filed during the year under consideration.*
- 8) The company is coming defaulter on official website of BSE as far as compliances relating SEBI (LODR) Regulations 2015 and Structural Digital Data Base is concern. The Details of penalty imposed by Bombay Stock Exchange is being attached herewith and marked as "**Annexure 2**"*

I further report that: -

The promoter's shareholding is still to be dematerialized in full and also, we as the Secretarial Auditor have not come across any Suspense Escrow Demat Account. Further, as represented, one meeting of independent director was held during the year. Further, the company has also represented to have the familiarization program for its Independent Directors. Also, they represented to have performance evaluation of the board done. However, we as the secretarial auditor have limited means to comment on the same. Further, Grindlay Finman Private Limited (U74899DL1995PTC071712), Number one Finvest Private Limited (CIN- U65299DL2004PTC131623) and Number One Finsec Private Limited (U74899DL1994PTC063186), all holding more than 5% of paid equity of the company, stand struck-off.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-executive Directors, Independent Directors and Woman Director as on closure of the financial year but not throughout the year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except filing of the corresponding e-form with the ROC.

As represented, adequate notice is given to all directors to schedule the Board Meetings; agenda and detailed notes on agenda were sent at least seven days in advance other than those held at shorter notice, and a system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. However, we as the secretarial auditor have limited means to comment on the same.

All decisions at the Board Meetings and Committee Meetings were carried out with requisite majority as recorded in the minutes of the Meetings of the Board of Directors or Committee(s) of the Board as the case may be. The minutes of the meeting, attendance registers, statutory registers etc., were seen to have been maintained in loose leaf. Further, we as the secretarial auditor have not come across the physical copies of the minutes of the meeting, attendance registers, statutory registers etc.

I further report that based on the review of the compliance mechanism established by the company and on the basis of Compliance certificate(s) issued by various departments and taken on record by the Board of Directors at their meetings, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except and to the extent of reporting done in this report.

For AKP & Associates
Company Secretaries
Firm Unique Code
S2013UP219300

Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor
Peer Review Certificate No. 4115/2023
UDIN- F006847G001148944

Place: Noida
Date: 02.09.2025

Note-This report is to be read with our letter of even date which is annexed as **Annexure 1** and **Annexure 2** and forms an integral part of this report.

Annexure -1

To,
The Members,
BGIL FILMS & TECHNOLOGIES LIMITED,
ALTF, 101, NH-19, CRRI, ISHWAR NAGAR,
OKHLA, BTPS (South Delhi), South Delhi,
New Delhi, Delhi, India, 110044

My report of even date is to be read along with this letter.

- 1) It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.*
- 2) I have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.*
- 3) Wherever required, I have obtained reasonable assurance about whether the statements prepared, documents or Records, in relation to Secretarial Audit, maintained by the Auditee, are free from misstatement.*
- 4) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.*
- 5) I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.*
- 6) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.*
- 7) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.*

- 8) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.*

For AKP & Associates
Company Secretaries
Firm Unique Code
S2013UP219300

Ashutosh Kumar Pandey
FCS-6847: CP-7385

Proprietor
Peer Review Certificate No. 4115/2023

Sr. No.	Due Date	Description	Date of Filing	Fine
1	09-11-2023	Reg. 23(9) Related party Transaction	10-11-2023	5900
2	30-05-2024	Reg. 23(9) Related party Transaction	31-05-2024	5900
3	07-09-2024	Reg.19(1)/19(2) N & R Committee	13-09-2024	160480
4	13-11-2024	Reg. 23(9) Related party Transaction	14-11-2024	5900
5	07-09-2024	Reg.34 Annual Report	03-09-2024	9440
6	14-02-2025	Reg. 33 Financial result	17-02-2025	5900
7	21-04-2025	Reg. 31 shareholding pattern.	22-04-2025	2360
8	30-05-2025	Re. 24A Secretarial Compliance Report		59000
		Total		2,54,880

UDIN- F006847G001148944

Place: Noida
Date: 02.09.2025

Annexure-II

For AKP & Associates
Company Secretaries
Firm Unique Code
S2013UP219300

Ashutosh Kumar Pandey
FCS-6847: CP-7385
Proprietor
Peer Review Certificate No. 4115/2023
UDIN- F006847G001148944

Place: Noida
Date: 02.09.2025

Annexure III (A) Statement of Information to be furnished pursuant to section 197(12) of the Companies Act, 2013 and Rule (5)(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(1)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	1. Arti Bhatia (Chairman) 2. Rohit Kaushik 3. Amit Lal Yogi (ID) 4. Karn Rajhans (Director) 5. Umesh kumar Singh (ID)	5.27 0.05 0.05 0.05 0.05
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(ii)	The percentage increase in remuneration of each director, chief financial officer, chief executive officer, Company Secretary or Manager, if any, in the Financial year	1. Arti Bhatia (Chairman) 2. Rohit Kaushik 3. Amit Lal Yogi (ID) 4. Karn Rajhans 5. Umesh Kr. Singh 6. Jamuna Prasad Sharma 7. Akhileshwar Singh			Nil Nil Nil Nil Nil Nil Nil
(iii)	The percentage increase in the median remuneration of employees in the financial year.	Nil			
(iv)	The number of permanent employees on the rolls of the Company	9			
(v)	The explanation on the relationship between average increase in remuneration and company performance	Average increase in remuneration of Employees is nil the profit before tax of the company has been increased.			
(vi)	Comparison of the remuneration of the Key managerial Personnel against the performance of the Company	The Remuneration of KMP’S during the year was 18,80,280/- against the Net Loss of the Company of Rs. 22,80,271/-			
(vii)	Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current year and previous year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed company and in case of unlisted companies, and in the net worth of company as at the close of the current financial year and previous financial year.		31.03.2025	31.03.2024	
		Market Capitalization	3,48,89,100.40	4,00,99,810.20	
		PE Ratio	-15.30042	-6.44404	
		Net Worth	19,13,52,649	19,36,32,821	
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in salaries of employees other than managerial personal in 2024-25 was Nil. Percentage increase in Managerial Remuneration for the year is NIL			
(ix)	Comparison of remuneration of Key Managerial Personnel against performance of the Company	Particulars	CMD	CS	CFO
		Remuneration	980280	600000	300000
		Revenue	82225005	82225005	82225005
		PBT	756690	756690	756690
(X)	The Key Parameters for any variable component of remuneration availed by the directors: The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	As per Section 198 of the Companies Act. 2013.			
(xi)	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration is paid as per the remuneration policy of the company.			

Particulars of Employees under Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on 31ST March 2025.

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not on an arm's length basis: Nil

2. Details of material contracts or arrangement or transactions on an arm's length basis:

S.No.	Name of the related party	nature of relationship	Nature of contrac	Duration of the contracts/	Salient terms of the contracts or arrangements or	Date(s) of approva	Amount paid as
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			ts/arrange ments/tra nsactio ns;	arrangeme nts/transa ctions;	transactions including the value, if any;	l by the Board, if any; and	advances , if any.
1.	Mrs. Arti Bhatia	WTD	Salary	1 Year	Salary of Rs. 9,80,280	-	Nil
2.	Mr. Jamuna Prasad Sharma	CFO	Salary	1 year	Salary of Rs. 3,00,000	-	Nil
3.	Mr. Akhileshwar Singh	CS	Salary	1 year	Salary of Rs. 6,00,000	-	Nil
4.	Merit Exports Pvt. Ltd.	Promoter Company	Rent	1 year	Rent Paid of Rs. 20,02,500	-	Nil
5.	Bharatiya Global Infomedia Limited	Promoter Company	Sale of Services	1 year	Services rendered of Rs. 26,75,000	-	Nil
6.	Bharatiya Global Infomedia Limited	Promoter Company	Purchase of Services	1 year	Services received of Rs. 25,25,000	-	Nil

For and on behalf of the Board of Directors of
BGIL Films & Technologies Limited
Sd/-
Arti Bhatia
Chairman cum Managing Director

MANAGEMENT DISCUSSION & ANALYSIS REPORT

INDIAN ECONOMY OVERVIEW

OUTLOOK

The Indian economy shows a robust outlook, projected to grow at 7.8% in Q1 FY2025-26, driven by strong domestic demand, services sector activity, and policy reforms like Viksit Bharat. India is on track to become the world's third-largest economy by 2030, with its GDP potentially reaching \$7.3 trillion, supported by factors such as rising employment and increased FDI inflows. Key factors for this growth include strong domestic demand, significant policy reforms, increasing FDI, and a favorable external sector position.

GLOBAL MEDIA AND ENTERTAINMENT INDUSTRY OVERVIEW

The global media and entertainment (M&E) industry is experiencing substantial growth, projected to exceed \$3.5 trillion by 2029, driven by digital platforms and content. Key trends include the dominance of streaming services (OTT), growth in digital advertising, and the expanding role of interactive and social platforms like social media and video games. While facing economic headwinds, the resilient sector continues to innovate, with evolving consumer preferences, particularly among younger generations, shifting towards digital and user-generated content.

The global M&E market was valued at approximately \$2.4 trillion in 2023 and is expected to reach \$4.6 trillion by 2031, with a compound annual growth rate (CAGR) of around 7.60%.

Despite a slowdown in advertising spend, the market shows resilience, with projected revenues to increase at a CAGR of 3.7% over the next five years, reaching \$3.5 trillion by 2029, according to PwC.

INDIAN MEDIA AND ENTERTAINMENT INDUSTRY

The Indian media and entertainment (M&E) industry is a rapidly growing sector, projected to reach approximately INR 2.83 trillion (US\$35.4 billion) by 2025 and potentially exceed US\$100 billion by 2030. The sector's expansion is driven by digital media, including OTT and gaming, which have overtaken traditional media in revenue share. In 2024, the sector grew to approximately INR 2.5 trillion (US\$29.4 billion).

As of 2025, several platforms have emerged as the most utilized in the country, each offering unique features that cater to diverse user preferences.

Facebook, YouTube, WhatsApp, Instagram, Linkin, Twitter, telegram, Snapchat continues to dominate the Indian social media scene, boasting a substantial user base.

COMPANY OVERVIEW & EXPANSION PLAN

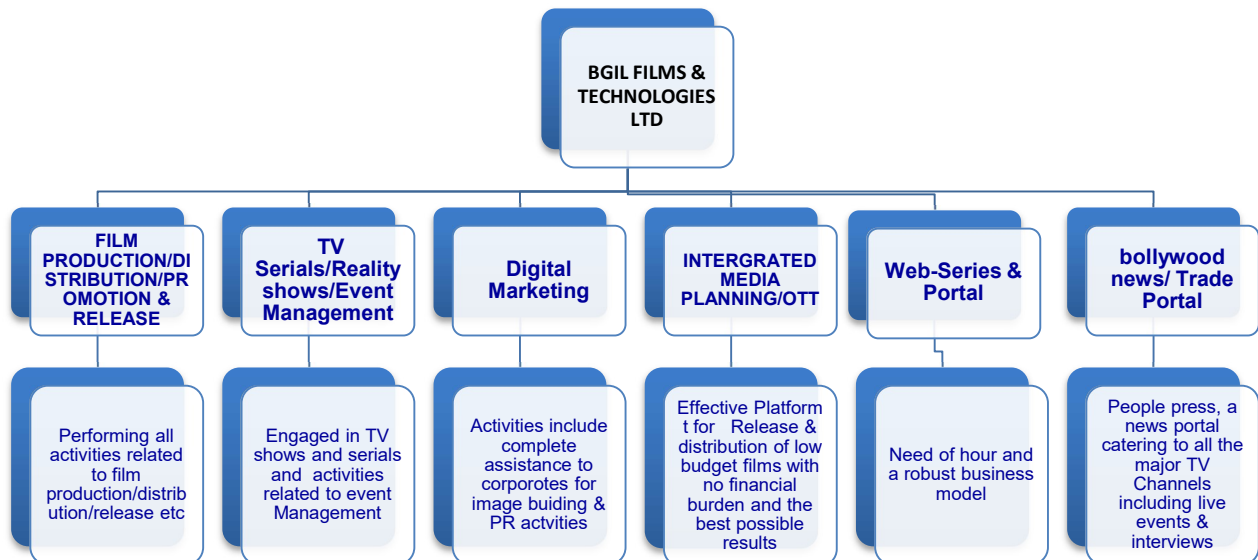
After a Covid-19 set-back company somehow survived the period and could not do much during a period of 4 years almost except utilizing this time period to develop few cutting-edge technologies which are going to lead this world of 'ICE' (Information, Communication & Entertainment). Your company has done a lot in this direction:

1-BGIL Films is now fully prepared to launch its long-time awaited portal, namely '**www.waytostardom.com**'; the software and whole process flow has been re-designed and team is fully prepared to re-launch the same with full strength in Sept'25 itself, beta testing and final version will be launched on 25th Sept'2025.

2-Company has utilized this period in designing two new hi-tech 'OTT' platforms of its own. These OTT are unique, new and covering high revenue segment ie. 'Education' & 'Entertainment'. The tentative plan to launch first time education-based OTT in India, later on world map in collaboration with world's famous companies during last quarter of this financial year ie ending 31st Mart'25.

3. Further, the company has plans to re-start its post-production facilities in Mumbai again.

Above are the part of an expansion plan up to the tune of INR 82 crores, mainly financed through Preferential Shares as defined and explained in the Notice dated 5th Sept'25. Please note that BGIL Films & Technologies Limited has been one of the Hindi/English content production houses in India with a strong foothold across TV, Movies; but could not do much since Covid-19. Company have following divisions:



OPPORTUNITIES AND THREATS

OPPORTUNITIES

India's media and entertainment industry is expected to touch \$73.6 billion in size by 2027, growing at 9.48% CAGR, according to the Global Entertainment & Media Outlook 2023-2027, report launched by multinational professional services network PwC (Price Waterhouse Coopers International Ltd).

- Revenue from TV advertisements is showcasing a stable growth which widens the Company's revenue generation sources and provide ample opportunity for the Company. Company has been trying to get it's empanelment with various state Govt and PSUs to render the activities of advertisement, planning and managing various events etc.
- Demand for regional content has shown a robust growth in the past few years.
- AI & IOT based activities in the field are going to sustain only in near future and our company has plans keeping in this major factor in mind.

THREATS

- The increasing adoption of pirated content can have a significant negative influence on the business, and is a major threat.
- Demand for our entertainment services may be affected by changes in technology and consumer consumption trends.

HUMAN RESOURCE

At BGIL Films & Technologies Limited, the creative minds are considered true assets for the business and losing them could have a material adverse effect on the Company's performance. The Company encourages skill development and fosters its human capital as its greatest resource and the primary force for shaping the future of the Company. Therefore, it strives to discover and retain talented people to enhance operational abilities. The company enjoys the support of a committed and a satisfied human capital.

INTERNAL CONTROL SYSTEM AND ADEQUACY

The Company has in place well-established policies and procedures for internal control of operations and activities. It continuously strives to integrate the entire organization – from strategic support functions to core operational functions.

The Company has put in place a set of standards that enables it to implement internal financial control across the organization and ensures that the same are adequate and operating effectively. The findings and recommendations of the statutory and internal auditors are periodically reviewed by the Board, which suggests corrective actions based on them when required. The Audit Committee of the Board of Directors is also active in the system of checks and balances that ensure the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

CAUTIONARY STATEMENT

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand-supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

Report on Corporate Governance

A report on Corporate Governance, in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is outlined below.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

In your Company, Corporate Governance embraces the tenets of trusteeship, accountability and transparency. Adherence to each of these principles has set a culture in the Company, wherein good Corporate Governance underlines interface with all stakeholders. In addition to compliance with regulatory requirements, the Company endeavors to ensure that highest standards of ethical and responsible conduct are met across the organization.

The Company's philosophy on Corporate Governance is as under:

- Ensure that quantity, quality and frequency of financial and managerial information, which the Management shares with the Board, places the Board Members fully in control of the Company's affairs.
- Ensure that the Board exercises its fiduciary responsibilities towards internal and external stakeholders, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the Board, the employees and all concerned are fully committed to maximizing long-term value to the shareholders and the Company through ethical business conduct.
- Ensure that the Board continues in its pursuit of achieving its objectives through the adoption and monitoring of corporate strategies and prudent business plans.

CODE OF CONDUCT

The Company has laid down a Code of Conduct for the Directors and Senior Management of the Company and a Code of Conduct for Independent Directors. The Code of Conduct suitably incorporates the duties of Independent Directors of the Company. The Code has been posted on the website of the Company. A declaration to the effect that the Directors and Senior Managerial Personnel have adhered to the same, signed by the Whole Time Director of the Company, forms part of this Report, which along with the Auditors' certificate on Compliance of Listing Regulations by the Company is annexed to this report. Declaration from Independent Directors affirming Compliance with the Code of Conduct for Independent Directors has also been received.

BOARD OF DIRECTORS

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company, and has been vested with requisite powers and authorities to discharge its fiduciary duty of safeguarding the interests of the shareholders. The Board exercises its powers either directly or through Committees. Policy formulation, setting up of goals and evaluation of performance and control functions vest with the Board, while the Committees oversee operational issues. The Board and respective Committees also discharges its responsibilities/ duties as enlisted under the Listing Regulations and other applicable laws.

COMPOSITION

The Board of your Company has an appropriate mix of Executive, Non- Executive Directors and Independent Directors. Further, Chairman of the Company is an Executive Director.

The composition of the Board represents an optimal mix of professionalism, knowledge and experience so as to enable the Board to discharge its responsibilities and provide effective leadership to the business. Brief profile of each of the Directors is available on the Company's website at <https://www.bgilfilms.com/board-of-directors.php>.

The Board's actions and decisions are aligned with the Company's best interests. In the opinion of the Board, all the Independent Directors are independent of the management and satisfy the criteria of independence as defined under the Companies Act, 2013 (the "Act") and Listing Regulations.

The names and categories of the Directors on the Board, their attendance at Company's Board Meetings and its Annual General Meeting during the financial year 2024-25 and also the number of Directorships and Committee Memberships/Chairmanships held by them in various Companies as on March 31, 2025 are given below:

Name	Designation	Independent/ non- independent	Shareholdi ng as on 31st March, 2025	Board Meetings Attended	Whether present at previous AGM held On 30th Sep 2024
Mrs. Arti Bhatia	Chairman	Executive	1,85,653	4	Yes
Mr. Amit Lal Yogi	Director	Independent	Nil	4	Yes
Mr. Karn Rajhans	Director	Independent	Nil	4	Yes
Mr. Rohit Kaushik	Director	Independent	Nil	4	Yes
Mr. Umesh Kumar Singh	Director	Independent	Nil		Yes

BOARD PROCEDURE

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy, apart from other matters, as may be required to be considered by the Board from time-to-time. The Board / Committee Meetings are pre-scheduled and tentative dates of the Board and Committee Meetings are informed well in advance to facilitate Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution by circulation, as permitted by law, which is noted and confirmed in the subsequent Board/Committee meetings.

Board/Committee Meetings of the Company follow a structured agenda. The Company Secretary, in consultation with the Chairman, Managing Director, Chief Executive Officer and Chief Financial Officer prepares the agenda of the Meetings. All major agenda items, along with relevant and comprehensive background information, are sent in advance to enable the Board to take informed decisions. Any Board member may, in consultation with the Chairman and with the consent of all Directors present at the Meeting, bring up any matter for the consideration of the Board. Management executives make presentations on relevant issues and provide comprehensive updates on the operations of the Company, business plans, legal matters and answer the queries, if any, raised by any Director.

The Board reviews all information that it is required to as per the applicable laws and such information is discussed in detail and then taken on record/approved by the Board after due deliberations. Quality debates and participation by all Directors and invitees are encouraged at Board/Committee meetings. The Board engages with the Management during business review and presentations, and provides constructive suggestions and guidance on various issues, as may be required from time-to-time. The Board periodically reviews Compliance Reports to ensure adherence to laws and regulations applicable to the Company.

Prior approval from the Board is obtained for circulating the agenda items with shorter notice for matters that form part of the Board and Committee agenda and are considered to be in the nature of Unpublished Price Sensitive Information.

BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. Based on the confirmation/ disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors as on March 31, 2025, except Mrs. Arti Bhatia, are Independent. The Independent Directors have submitted declarations that they meet the criteria of Independence laid down under the Companies Act, 2013 and the Listing Regulations. The Board of Directors have assessed the same and taken on record their Independence criteria. The Independent Directors do not have any material pecuniary relationship or transaction with the Company, or its Executive Directors, Promoters, or Management, which may affect their judgement.

During the year under review, the tenure of Mr. Harjeet Singh Anand (DIN: 07180228), Independent Director of the Company is going to end from the Board. There was no other material reason for her for stepping down from the Board after the expiry of his term as an Independent Director.

In case of appointment/re-appointment of Independent Directors of the Company, formal appointment letters containing the terms and conditions of Independence are issued in the manner provided under the Companies Act, 2013 and the Listing Regulations. The terms and conditions can be accessed on the Company's website at <https://www.bgilfilms.com>. Pursuant to Regulation 25 of the Listing Regulations and the Companies Act, 2013, a meeting of the Independent Directors was held on March 28, 2024, without the presence of Non-Independent Directors and the Management Personnel, to inter-alia:

- Review the performance of Non-Independent Directors and the Board as a whole;

- Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

BOARD MEETINGS

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board's business. The Board / Committee Meetings are pre-scheduled and tentative dates of the Board and Committee Meetings are informed well in advance to facilitate Directors to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is prepared by the Company Secretary in consultation with the Chairman and the Managing Director of the Company. The Agenda is circulated at least 7 days prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Prior approval from the Board is obtained for circulating the agenda items with shorter notice for matters that form part of the Board and Committee agenda and are considered to be in the nature of Unpublished Price Sensitive Information.

During the year under review, 5 (five) meetings of the Board of Directors were held, the dates being May 30, 2024, August 12, 2024, 7th September 2024, November 13, 2024, February 14, 2025. The maximum time gap between any two meetings was not more than one hundred twenty days.

Dates of Board Meetings held during the financial year 2024-2025

S. No.	Date of Board Meetings
1	May 30 th , 2024
2	August 12 th , 2024
3	September 7 th 2024
4	November 9 th , 2024
5	February 14 th , 2025

Declaration by Independent Directors

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year,

gives a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received necessary declarations from each Independent Director that he meets the criteria of independence in terms of the above-mentioned provisions.

Independent Directors' Meetings

In terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, the Independent Directors of the Company shall meet at least once in a year, without the presence of Executive Directors and members of the management. During the year, the Independent Directors met on 31st March 2025 and inter-alia discussed:

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors; and
- The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARIZATION PROGRAMME OF DIRECTORS

The Company has a familiarization program for its Independent Directors. The Independent Directors are familiarized of their roles, rights, and responsibilities in the Company, nature of industry in which the Company operates and business model of the Company through such programmes. The details of such familiarization program have been disclosed on the Company's website at <http://www.bgilfilms.com>.

MECHANISM FOR EVALUATING BOARD MEMBERS

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the Nomination and Remuneration Committee to lay down the Evaluation criteria for the Performance Evaluation of Executive/Non-Executive/ Independent Director. During the year under review, a structured questionnaire was circulated to the Members of the Board for seeking feedback from the Directors on various aspects such as Board's & Committees' functioning, knowledge & skills of the Board of Directors, managing relationships, fulfillment of independent criteria by Independent Directors, leadership & strategy formulation by Executive Directors etc. The questionnaire of the survey is a key part of the process of reviewing the functioning and effectiveness of the Board & Committee and for identifying possible paths for improvement. The Chairman of the Board shared the feedback with the Members about the results of the performance evaluations at the Board Meeting.

COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Minutes of the Meetings of all Committees are placed before the Board for review. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by Members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Board has currently established the following Statutory Committees:

AUDIT COMMITTEE

The Audit Committee provides direction to the Audit and Risk Management function in the Company and monitors the quality of Internal Audit and Management Audit.

The terms and composition of the Audit Committee are as per the guidelines set out in the Listing Regulations read with Section 177 of the Companies Act, 2013.

Terms of Reference

The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements, recommending appointment, remuneration and terms of appointment of Auditors and approving payment for any other services rendered by the Statutory Auditors, reviewing the Annual Financial Statements and Auditors' Report before submission to the Board, reviewing the Quarterly Financial Statements before submission to the Board, evaluation of internal financial controls and risk management systems, reviewing adequacy of internal audit function, structure and staffing of the internal audit function, reviewing findings of internal investigations and discussing the nature and scope of audit as well as post-audit discussion with external auditors, reviewing functioning of Whistle Blower Mechanism and such other responsibilities as set out in Section 177 of the Companies Act, 2013 and Part C, Schedule II of Listing Regulations.

In addition to the above, the Audit Committee mandatorily reviews the following:

- *Management's discussions and analysis of financial condition and results of operations;*
- *Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;*
- *Management letters/letters of internal control weaknesses issued by the Statutory Auditors;*
- *Internal audit reports relating to internal control weaknesses;*
- *The appointment, removal and terms of remuneration of the Internal Auditor; and*
- *Statement of deviation(s):*
 - a) *Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations; if any*
 - b) *Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations., if any*

Composition

Name of the Members	Designation	Nature of Membership
Mr. Rohit Kaushik	Independent Director	Chairman
Mrs. Arti Bhatia	Executive Director	Member
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

Meetings and Attendance

During the year under review, Audit Committee held 4 (four) meetings, the dates being May 30, 2024, August 30, 2024, November 13, 2024 and February 14, 2025. The details of the attendance thereat are as follows:

Name	Category	No. of meetings held during the year	
		Held	Attended
Mr. Rohit Kaushik	Independent	4	4
Mr. Amit Lal Yogi	Independent	4	4
Mrs. Arti Bhatia	Executive	4	4
Mr. Karn Rajhans	Independent	4	4

The Statutory Auditors and Internal Auditors of the Company are invitees to the Audit Committee Meetings. The Audit Committee holds discussions with the Statutory Auditors on the limited review of the quarterly and half yearly accounts of the Company and yearly Audit of the Company's accounts, Auditor's Report and other related matters. The report of the Internal Auditor is also reviewed by the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The Committee is entrusted with the following role and responsibilities:

1. *Formulation of criteria for determining qualifications, positive attributes & independence of a Director and to recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.*
2. *Formulation of criteria for evaluation of Board, Committee and Individual Directors including Independent Directors.*
3. *Devising a policy on Board diversity.*
4. *Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria lie down and recommend to the Board their appointment and removal.*
5. *Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.*
6. *Recommend to the Board, all remuneration payable to Senior Management.*

Performance evaluation criteria for Independent Directors

In accordance with the Companies Act, 2013 and Listing Regulations, the Committee has laid down the following criteria to evaluate the performance of Independent Directors:

1. *Knowledge to perform the role;*
2. *Time and Level of Participation;*
3. *Performance of Duties and Level of Oversight;*
4. *Professional Conduct and Independence.*

Feedback on each Director is encouraged to be provided as a part of the survey.

Composition

Name of the Members	Designation	Nature of Membership
Mr. Rohit Kaushik	Independent Director	Chairman
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

Meetings and Attendance

During the year under review, the Nomination & Remuneration Committee held four (3) meetings, the dates being May 30, 2024 and September 6 2024. The details of the attendance thereat are as follows: -

Name	No. of meetings held during the year	
	Held	Attended
Mr. Harjit Singh Anand	2	1
Mr. Rohit Kaushik	2	2
Mr. Karn Rajhans	2	1
Mr. Amit Lal Yogi	2	1

Note: -Mr. Harjeet Singh Anand has been resigned as on 30-09-2024.

Remuneration Policy:

The Remuneration Committee is vested with all the necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-time Directors and to deal with all elements of Remuneration package of all such Directors.

STAKEHOLDERS GRIEVANCE/RELATIONSHIP COMMITTEE

Terms of Reference

The Committee is entrusted with the following roles and responsibilities:

1. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
2. Resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
3. Review of measures taken for effective exercise of voting rights by shareholders.
4. Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Composition

Name of the Members	Designation	Nature of Membership
Mr. Rohit Kaushik	Independent Director	Chairman
Mrs. Arti Bhatia	Executive Director	Member
Mr. Amit Lal Yogi	Independent Director	Member
Mr. Karn Rajhans	Independent Director	Member

Meetings and Attendance

During the year under review, Stakeholder/ Grievance Committee held 1 (one) meeting, the dates being November 9, 2024. The details of the attendance thereat are as follows:

Name	No. of meetings held during the year	
	Held	Attended
Mr. Rohit Kaushik	1	1
Mr. Amit Lal Yog	1	1

Mrs. Arti Bhatia	1	1
Mr. Karan Rajhans	1	1

WOMEN GRIEVANCE COMMITTEE

Terms of Reference

The Women Grievance Committee constituted to deal with all complaints and allegations of sexual harassment at workplace.

Composition

Name of the Members	Designation	Nature of Membership
Mr. Arti Bhatia	Executive Director	Member
Mr. Rohit Kaushik	Independent Director	Member

Compliance Officer

Akhileshwar Singh is the Compliance Officer under Listing Regulations.

Shareholder's Complaints during the financial year 2024-25.

There is no complaint from the Shareholders during the financial year 2024-25.

GENERAL BODY MEETINGS:

Annual General Meeting

During the preceding three years, the Company's Annual General Meetings were held through Video Conferencing/other Audio Visual Means.

The date and time of Annual General Meetings held during last three years are as follows:

Date	Location	Time
30.09.2021	Video Conferencing/Other Audio Visual Means	01:00 pm
30.09.2022	Video Conferencing/Other Audio Visual Means	09:45 am
30.09.2023	Video Conferencing/Other Audio Visual Means	09:30 am
30.09.2024	Video Conferencing/Other Audio Visual Means	09:30 am

MEANS OF COMMUNICATION:

i) Publication of quarterly results

The Unaudited Quarterly/Half Yearly Financial Results are announced within forty-five days of the close of the quarter. Pursuant to SEBI Circular dated SEBI/HO/CFD/CMD1/OR/P/2020/106 dated June 24, 2020, the Annual Audited Financial Results were announced after sixty days from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results are sent to BSE Limited (BSE) and are published in Financial Express (All India) and Jansatta (Regional Daily) within forty-eight hours after they are approved by the Board.

Simultaneously, they are also put on the Company's website and can be accessed at <http://www.bgilfilms.com>.

ii) Website and New releases

The Annual Report of the Company, the quarterly/half yearly results, the annual results, and presentations made to the Institutional Investors and Analysts of the Company, information required to be disclosed under Regulation 30(8) and 46 of the Listing Regulations are also placed on the Company's website www.bgilfilms.com.

The Company informs to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members and subsequently issues a Press Release in this regard.

DISCLOSURES

i) Related Parties Transactions

There have been no materially significant related party transactions between the Company and its Promoters, Directors or their relatives, the Management, subsidiaries. In line with requirement of Companies Act, 2013 and Listing Regulations, your Company has formulated a policy on Related Party Transactions which is also available at Company's website <http://www.bgilfilms.com>.

The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties. This policy specifically deals with the review and approval of Material Related Party Transactions keeping in mind the potential or actual conflicts of interest that may arise because of entering into these transactions. All Related Party Transactions are placed before the Audit Committee for review. Prior omnibus approval is obtained for Related Party Transactions on an annual basis for transactions which are of repetitive nature and /or entered in the ordinary course of business and are at arm's length. All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis except those transactions forming part of Form AOC-2.

Transactions with the related parties are disclosed in Notes forming part of the financial statements.

ii) Disclosure of Pending Cases/ Instances of Non- Compliances

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities relating to the above.

iii) Compliance with the Discretionary Requirements under Regulation 27 read with Part E of Schedule II

The Board of Directors periodically reviews the compliance of all practicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations.

iv) Vigil Mechanism / Whistle Blower Policy

The Company has established Whistle Blower Policy for its Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and is displayed on Company's website at

<http://www.bgilfilms.com>. The Company takes cognizance of complaints made and suggestions given by the employees and others. Even anonymous complaints are looked into and whenever necessary, suitable corrective steps are taken. No personnel have been denied access to the Audit Committee of the Board of Directors of the Company.

v) *Subsidiary Company*

The Company has no formulated a policy for determining material subsidiaries which is disclosed on the Company's website.

vi) *Prevention of Insider Trading*

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") the Company has in place Code of Internal Procedures and Conduct for Regulating, Monitoring, and Reporting of Trading by Designated Persons ("Code"), Code of Conduct for Fair Disclosures of Un-published Price Sensitive Information and Policy and Procedure for dealing with Leak or Suspected Leak of Unpublished Price Sensitive Information (UPSI), which may be accessed at <http://www.bgilfilms.com> to deter the instances of insider trading in the securities of the Company based on the Un-published Price Sensitive Information.

The Company has implemented software to track the trading of securities carried out by the employees of the Company. A system generated report is prepared by the Service Provider after comparing with Benpos Report to determine cases of any violation of the PIT Regulations and Code. Maintenance of SDD software.

vii) *Prevention of Sexual Harassment at Workplace Policy*

The Company has in place Prevention of Sexual Harassment at Workplace Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, Redressal) Act, 2013 and the Rules made thereunder. The Company has zero tolerance towards any action on the part of any executive which may fall under the ambit of "Sexual Harassment" at workplace and is fully committed to uphold and maintain the dignity of every executive working in the Company.

The Policy provides for protection against sexual harassment at workplace and for prevention and redressal of such complaints.

viii) *CEO/CFO Certification*

As required under Regulation 17(8) of the Listing Regulations, a Certificate from Mrs. Arti Bhatia, Whole Time Director and Mr. Jamuna Prasad Sharma, Chief Financial Officer of the Company, on the Financial Statements of the Company is annexed to this report.

ix) *Certificate from Practicing Company Secretary*

The Company has obtained a Certificate from M/S. AKP & Associates confirming that no Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

x) *Compliance with Mandatory Requirements*

The Company has complied with the requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub – regulation (2) of Regulation 46 of Listing Regulations.

General Shareholder Information

a) Thirty-Sixth Annual General Meeting:

Date	September 30 th , 2025
Time	09:45 A.M.
Means	Video Conferencing/Other Audio-Visual means.
Financial Year	April 1, 2024 to March 31, 2025
Book Closure	September 20 th , 2025 to September 30 th , 2025 (Both days inclusive).
Listing on Stock Exchanges	Bombay Stock Exchange (BSE)
ISIN Number	INE443D01018
Registered office	AltF Coworking, 101, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi-110044

b) Registrar and Share Transfer Agents:

In order to attain speedy processing and disposal of share transfers and other allied matters, the Board has appointed M/s. Mas Services Limited as the Registrar and Share Transfer Agents of the Company. Their complete postal address is as follows:

M/s. Mas Limited.
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
Tel:+91-11-26387281/82/83
FaxNo.+91-11-26387384
Email: mas_serv@yahoo.com

c) Company Secretary and Compliance Officer:

Name of the Compliance Officer	Mr. Akhileshwar Singh
Address	C-13, 2nd Floor, Sector-58, Noida
E-mail	bgilfilms@bgilfilms.com

d) Share Transfer and Transmission system:

The trading in Equity Shares of the Company is permitted only in dematerialized form. Share Transfers in physical form are registered and return within 15 days from the date of receipt, if documents are in order in all respects.

e) Investor Correspondence:

Shareholders can contact the following officials for secretarial matters of the Company:

Name	E-Mail ID	Telephone Number
Mr. Akhileshwar Singh	bgilfilms@bgilfilms.com	nil

Following is the address for correspondence with the Company:

BGIL Films & Technologies Limited
AltF Coworking, 101, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi-110044
C-13, 2nd Floor, Sector-58, Noida-201301 (U.P.)
E-mail: bgilfilms@bgilfilms.com

**MANAGING DIRECTOR AND CFO CERTIFICATE PURSUANT TO REGULATION 17(8),
PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

To,
The Board of Directors
BGIL Films & Technologies Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of BGIL Films & Technologies Limited ('the Company'), to the best of our knowledge and belief certify that:

- a. *We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2025 and to the best of our knowledge and belief, we state that:*
 - i. *These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;*
 - ii. *These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.*
- b. *We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.*
- c. *We are responsible for establishing and maintaining internal controls for financial reporting and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.*
- d. *We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:*
 - i. *Significant changes, if any, in the internal control over financial reporting during the year;*
 - ii. *Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and*
 - iii. *Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.*

Sd/-
Arti Bhatia
Whole Time Director

DECLARATION OF COMPLIANCE WITH CODE OF CONDUCT

I, Arti Bhatia, Whole Time Director of the Company, hereby confirm that all the members of the Board and Senior Management Personnel have affirmed Compliance with the Code of Conduct as applicable to them, in respect of the financial year ended March 31, 2025.
Sd/-

Arti Bhatia
Whole Time Director

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
BGIL Films & technologies Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BGIL Films & Technologies Limited, (hereinafter referred to as 'the Company'), having CIN: -L65993DL1989PLC035572 and having registered office at AltF Coworking, 101, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi-110044, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of the Directors	DIN	Date of appointment
1.	Mrs. Arti Bhatia	00047040	16-01-2020
2.	Mr. Rohit Kaushik	07180228	14.08.2021
3.	Mr. Umesh Kumar Singh	02170692	07-09-2024
4.	Mr. Karn Rajhans	03081692	08-12-2020
5.	Mr. Amit Lal Yogi	05159445	07-09-2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AKP & Associates
Company Secretaries

Sd/-
Ashutosh Kumar Pandey
Proprietor
ACS No.: 6845
C P No.: 7385

Place: Noida
Date: 05/09/2025

Auditors' Certificate regarding compliance of conditions of Corporate Governance

To
The Members of BGIL Films & Technologies Limited

We have examined the compliance of conditions of Corporate Governance by BGIL Films & Technologies Limited, for the year ended March 31, 2025 as stipulated in Regulations [17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Singh Ray Mishra & Co.

Firm Registration Number:

Sd/-

Vinay Kumar

Partner

Place: Greater Noida

Date: September 5, 2025

INDEPENDENT AUDITORS' REPORT

To the Members of BGIL Films & Technologies Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **BGIL FILMS & TECHNOLOGIES LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss and Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the India Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India ***subject to confirmation and reconciliation of some of the accounts as further detailed in note no. 33 of the notes on account and note on non-recognition of profit from joint venture as further detailed in note no. 39 of the notes on account***, of the state of affairs of the Company as at March 31, 2025, its profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. *Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.* We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters:

- (i) The company is not regular in payment of statutory dues.
- (ii) The company has not filed TDS Returns for the current financial year as yet.
- (iii) Debtors and Creditors of the company are subject to confirmation and reconciliation that may have an impact on Net Profits.
- (iv) The company has entered into a joint venture in an earlier year for which no profit/loss has been recognized as yet, which may impact its revenue as further explained in Note No. 39 of the financial statements.
- (v) The Company has not paid for penalty imposed by SEBI amounting to Rs. 5 Lakhs vide its adjudication order dated 29.11.2019, further explained in Note 40 to the standalone financial statements.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How the matter was addressed in our audit
<p>Revenue recognition</p> <p>Recognition of revenue at a point in time based on satisfaction of performance obligation requires estimates and judgements regarding timing of satisfaction of performance obligation, allocation of cost incurred to segment/units and the estimated cost for completion of some final pending works.</p> <p>Due to judgement and estimates involved, revenue recognition is considered as key audit matter</p>	<p>Our audit procedures on revenue recognition included the following:</p> <ul style="list-style-type: none"> • We verified performance obligations satisfied by the Company; • We tested sale proceeds received from customers to test transfer of controls; • We verified calculation of revenue to be recognised and matching of related cost;
<p>Deferred Tax Liability (DTL)</p> <p>The Company has recognised deferred tax Liability (DTL) on unabsorbed depreciation (refer to note 17 to the financial statements) Since recognition of DTL involves significant</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • We have discussions with management to understand process over recording and review of deferred tax Liability (DTL);

judgements and estimates, it has been considered as key audit matter.	<ul style="list-style-type: none"> • We had discussion at separate audit committee meeting with independent directors; • We tested the computation of the amount and the tax rate used for recognition of DTL; • We also verified the disclosures made by the Company in Note to the financial statements.
Statutory Dues The Company is facing tight liquidity situation. As a result, there have been delays/defaults in statutory liabilities, Defaults in payment of statutory dues and borrowings involves calculation of interest, penal interest and other penalties on delayed payments and recording of liabilities. It requires significant estimates, hence considered as key audit matter.	Our audit procedures included: <ul style="list-style-type: none"> • We had discussion with management and understood management process for provision of interest and penalties for delays/defaults in payment of statutory dues and repayment of borrowings and interest thereon; • For statutory dues, we have verified the schedule of statutory liabilities and due date of payments. We verified calculation of interest on delayed payments; • Defaults in payment of statutory dues is reported in Annexure B to our audit report.
Related party transaction and balances The Company has transaction with related parties. These includes transaction in nature of Purchases of Goods and services, and loans and advances given to its subsidiaries. These transactions are in ordinary course of business on arm length basis. Due to significance of these transactions, considered as key audit matter	Our audit procedures included: <ul style="list-style-type: none"> • Understood Company's policies and procedures for identification of related parties and transactions; • Read minutes of the audit committee and board of directors for recording/approval of related party transactions; • Tested Company's assessment regarding related party transactions are being ordinary course of business and at arm's length; • Tested transaction with underlying contracts and supporting documents;

	<ul style="list-style-type: none"> • Obtained confirmation for outstanding balances, if any; • Verified disclosures made in the financial statements in respect of related party transactions and outstanding balances.
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Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records,

relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all

relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure -A** statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused

us to believe that the representations under sub-clause iv(a) and iv(b) contain any material misstatement.

- v) The company has not declared or paid dividend during the year.
- vi) Based on our examination which included test checks. The company has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further during the course of our audit we did not come across any instance of audit trail feature being tempered with.

However, we are not able to comment on the effectiveness of audit trail in the systems of the service providers from where various reports are received by the company which are used by the company for preparation of these financial statements.

For Singh Ray Mishra & Co.
Chartered Accountants
FRN 318121E

Sd/-
(CA. Vinay Kumar)
M. No. 402996

Place: Noida
Date: 29/05/2025
UDIN: 25402996BNKQYS4049

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2025, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of two years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no immoveable property in the name of the Company. Hence the sub clause (c) is not applicable.
- (d) According to the information and explanations given to us, the company has not revalued its Property, Plant and Equipment (including Right of Use Assets) or Intangible Assets or both during the year.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (ii) (a) *The management has conducted the physical verification of inventory at reasonable intervals.*
(b) *The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.*
- (iii) *As informed, the Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties. Accordingly, all the sub-clauses under this clause are not applicable.*
- (iv) (a) *In our opinion and according to the information and explanations given to us, the company has not given any loan, made any investment, given any guarantee, and provided any security which is covered by Section 185 and 186 of the Companies Act 2013. Accordingly, the provisions of clause 3(iv) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.*
(b) *In our opinion and according to the information and explanations given to us, the Company has not made any loan, investments, guarantees and security as per the provisions of section 185 and 186 of the Companies Act, 2013 ('the Act') with respect to the loans and investments made. Hence the sub clause (iv) of the order is not applicable.*
- (v) The Company has not accepted any deposits from the public, within the meaning of section 73 to 76 of the company act 2013 and rule framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) There have been significant delays in deposit of undisputed statutory dues in respect of Tax deducted at Source and delays in deposit of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax (GST), Cess and other material statutory dues applicable to it to the appropriate authorities. We are informed that the Company's operations during the year, did not give rise to any liability for Customs Duty and Excise Duty.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.

Name of the Statute	Nature of Dues	Amount (in Rs.)	Period to which amount relates
Income Tax Act, 1961	Interest on Income Tax	2,24,002	AY 2013-14 Liability has not been provided
Income Tax Act, 1961	Interest on Income Tax	1,09,705	AY 2014-15 Liability has not been provided
Income Tax Act, 1961	Tax Deducted at Source	6,94,654	01.04.2015 to 31.03.2025
Income Tax Act, 1961	Interest on late payment of TDS	5,68,521	01.04.2009 to 31.03.2025 – Liability has not been provided
Income Tax Act, 1961	Late filing of TDS Returns	6,06,929	01.07.2012 to 31.03.2025 - Liability has not been provided
Service Tax Act	Service Tax	23,999	01.04.2016 to 31.03.2017
Maharashtra VAT	VAT	9,430	01.04.2016 to 31.03.2017

Note: Company is not regular in filing of GST returns. There is no outward liability as per books of accounts after the adjustment of input as per books. However, the non-filing of return on due date may arise ineligibility of input.

(c) According to the information and explanations given to us, there are no material dues of duty of customs, excise, sales tax, service tax and value added tax which have not been deposited with the appropriate authorities on account of any dispute. Details of dues of Income Tax which have not been deposited as on March 31, 2025 on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where disputes are pending	Amount (Rs.)	Period to which amount relates
Income Tax Act, 1961	Income Tax	CIT (A), New Delhi	3326530	AY 2019-20
Income Tax Act, 1961	Income Tax	CIT (A), New Delhi	1114000	AY 2019-20

- (viii) In our opinion and according to the information and explanations given to us, the company has not surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (43 of 1961), any transactions not recorded in the books of accounts. Also there are no previously unrecorded income which has been now recorded in books of accounts.
- (ix) The Company has not taken any loan or borrowing from a financial institution, bank and government. The company has not issued any debenture. Accordingly, the provisions of clause 3(viii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (x) The Company has not raised by way of initial public offer or further public offer (including debt instruments) or preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year , Accordingly, the provisions of clause of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (xi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (xiii) Based on information and explanations given to us by the management, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion, the company has internal audit system. However, the internal controls are commensurate with the size and nature of its business.
(b) Report of internal auditor for the period under audit was considered by us.
- (xv) In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transaction with directors or person connected with him which is covered by Section 192 of the Companies Act 2013. Accordingly, the provisions of this clause of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, the provisions of clause 3(xvi) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
(b) In our opinion and according to the information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid certificate of registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

- (d) In our opinion and according to the information and explanations given to us, the company is not part of a Group which has more than one CIC as part of the Group.
- (xvii) In our opinion and according to the information and explanations given to us, the company has incurred cash losses during the current financial year as well immediately preceding financial year.
- (xviii) There is no resignation of Statutory Auditors during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company during the current year.
- (xxi) In our opinion and according to the information and explanations given to us, there is no requirement of consolidation of financial statements of other entities applicable on the company and therefore this clause is not applicable to the company.

**For Singh Ray Mishra & Co.
Chartered Accountants
FRN 318121E**

Sd/-

**(CA Vinay Kumar)
Partner**

M. No. 402996

**Place: Noida
Date : 29/05/2025**

UDIN: UDIN: 25402996BNKQYS4049

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BGIL Films & Technologies Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of

financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

According to the information and explanations given to us and based on our audit, we have identified following material weaknesses that has not been identified as a material weakness in Management's assessment:

- a) *The Company did not have an appropriate internal control system for preparing debtors ageing and making provision for bad debts. This could potentially result in non-booking of bad debts.*
- b) *The Company did not have an appropriate internal control system for obtaining external balance confirmation on periodic basis. This could potentially result in inaccurate assets & liabilities disclosed in the books of accounts.*

Our opinion is not modified in respect of these matters.

Opinion

In our opinion, the Company has an internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024 *subject to material weaknesses as described above*, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Singh Ray Mishra & Co.
Chartered Accountants
FRN 318121E**

Sd/-

**(CA Vinay Kumar)
Partner
M. No. 402996**

**Place: Noida
Date: 29/05/2029**

UDIN: UDIN: 25402996BNKQYS4049

Regd Off: ALTF, NH-19, CRRRI, Ishwar Nagar, Okhla, New Delhi - 110044
Corp Off: C-13, 2nd Floor, Sector-58, Noida - 201301
CIN L65993DL1989PLC035572, Ph :- +91-120-4227792, Fax :- +91-120-4227791
Website:- www.bgilfilms.com, email :- bgilfilms@bgilinfo.com

Ruppes in Lakhs

[illegible]

BGIL FILMS & TECHNOLOGIES LIMITED

Regd Off: ALTF, NH-19, CRRI, Ishwar Nagar, Okhla, New Delhi - 110044
 Corp Off: C-13, 2nd Floor, Sector-58, Noida - 201301
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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2024

Rupees in Lakh

Particulars		Note No.	Year Ended 31st March 2025	Year Ended 31st March 2024
I	Revenue from Operations	22	26.75	-
II	Other Income	23	795.50	19.16
III	Total Revenue (I+II)		822.25	19.16
IV	Expenses:			
	Cost of Material Consumed		-	-
	Purchases of Stock-in-Trade		25.25	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	24	-	-
	Employee benefits expense	25	24.95	26.76
	Finance Costs	26	-	-
	Depreciation and Amortisation expense	27	9.87	26.16
	Other Expenses	28	754.61	58.60
	Total Expenses		814.68	111.53
V	Profit / (Loss) before exceptional items and tax (III-IV)		7.57	(92.36)
VI	Exceptional Items		-	(2.07)
VII	Profit before tax (V-VI)		7.57	(90.30)
VIII	Tax Expense			
	(1) Current Tax		2.76	-
	(2) Deferred Tax		21.65	(23.85)
IX	Profit/(loss) for the period (VII-VIII)		(16.84)	(66.44)
X	Other Comprehensive Income			
	(A) Items that will not be reclassified to profit or loss		-	-
	(B) Items that will be reclassified to profit or loss			
	Fair value changes on investments (Net)		(5.97)	4.22
XI	Total Comprehensive Income for the period (IX+X)		(22.80)	(62.23)
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each		1132.76	1132.76
	(1) Basic		(0.20)	(0.55)
	(2) Diluted		(0.20)	(0.55)

In terms of our report of even date

For Singh Ray Mishra & Co.

Chartered Accountants

(FRN 318121E)

For and On Behalf of the Board of Directors

(CA. Vinay Kumar)

Partner

M. No. 402996

sd/-

(Arti Bhatia)

Director

DIN: 00047040

sd/-

(Rohit Kaushik)

Director

DIN: 07180228

sd/-

Akhileshwar Singh

Company Secretary

Membership No.: 25276

sd/-

Jamuna Prasad Sharma

Chief Financial Officer

PAN: HUOPS0158C

Place: Noida

Date: 29-05-25

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST March 2025							
Rupees in Lakh							
Particulars	Equity Share Capital	Other equity					Total equity attributable to equity holders of the Company
		Reserves and Surplus				Other items of other comprehensive income	
		Securities Premium Reserve	Retained Earnings	General Reserve	Capital reserve		
Balance as at April 1, 2024	1,132.76	545.72	(2.61)	44.00	216.45	-	1,936.33
Changes in equity for the year ended March 31, 2025	-	-	-	-	-	-	-
Transfer to general reserve	-	-	-	-	-	-	-
Fair value changes on investments (net)	-	-	(5.97)	-	-	-	(5.97)
Profit for the year	-	-	(16.84)	-	-	-	(16.84)
Balance as at March 31, 2025	1,132.76	545.72	(25.42)	44.00	216.45	-	1,913.53
As per our report attached.							
For Singh Ray Mishra & Co.		For and on behalf of Board of Directors of					
Chartered Accountants		BGIL FILMS & TECHNOLOGIES LIMITED					
(FRN 318121E)							
sd/-		sd/-		sd/-			
(CA. Vinay Kumar)		(Arti Bhatia)		(Rohit Kaushik)			
Partner		Director		Director			
M. No. 402996		DIN: 00047040		DIN: 07180228			
		sd/-		sd/-			
Place: Noida		Akhileshwar Singh		Jamuna Prasad Sharma			
Date: 25-09-25		Company Secretary		Chief Financial Officer			
		Membership No.: 25276		PAN: HUOPS0158C			

BGIL FILMS & TECHNOLOGIES LIMITED											
NOTES FORMING PART OF THE FINANCIAL STATEMENTS											
Fixed Assets as at 31st March 2025											
Note No. 2											
Note No. 2.1 - Property, Plant and Equipment											
Description	Estimated Life (In Years)	GROSS BLOCK			DEPRECIATION BLOCK				NET CARRYING VALUE		
		As at 31st March 2024	Addition	Disposal	As at 31st March 2025	As at 31st March 2024	Depreciation for the period	Adjustment / Written off	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
COMPUTER	3	444.47	-	-	444.47	385.15	-	-	385.15	59.32	59.32
OFFICE EQUIPMENT	5	7.75	-	-	7.75	7.12	-	-	7.12	0.63	0.63
VEHICLE	8	19.27	-	-	19.27	15.36	1.46	-	16.82	2.45	3.91
PLANT & MACHINERY	13	57.66	-	-	57.66	34.08	4.22	-	38.30	19.37	23.58
FURNITURE & FIXTURE	10	6.79	-	-	6.79	6.67	-	-	6.67	0.13	0.13
TOTAL		535.95	-	-	535.95	448.37	5.67	-	454.05	81.90	87.57
Previous Year		555.78	-	19.84	535.95	461.20	7.01	(19.84)	448.37	87.57	94.59
Note No. 2.2 - Other Intangible Assets											
Description	Estimated Life (In Years)	GROSS BLOCK			DEPRECIATION BLOCK				NET CARRYING VALUE		
		As at 31st March 2024	Addition	Disposal	As at 31st March 2025	As at 31st March 2024	Depreciation for the period	Adjustment / Written off	As at 31st March 2025	As at 31st March 2025	As at 31st March 2024
COMPUTER SOFTWARE	5	473.20	-	-	473.20	441.10	4.20	-	445.30	27.91	32.11
TOTAL		473.20	-	-	473.20	441.10	4.20	-	445.30	27.91	32.11
Previous Year		473.20	-	-	473.20	421.95	19.14	-	441.10	32.11	51.25
Gross Total		1,009.15	-	-	1,009.15	889.47	9.87	-	899.35	109.81	119.68
Gross Total (Previous Year)		1,028.99	-	19.84	1,009.15	883.15	26.16	(19.84)	889.47	119.68	145.84

BGIL FILMS & TECHNOLOGIES LIMITED						
NOTES FORMING PART OF THE FINANCIAL STATEMENTS						
				Rupees in Lakh		
Particulars				As at 31st March 2025	As at March 2024	31st
Note No. 3						
Non-Current Investments						
Investment in Equity Shares - Trade, Unquoted (at cost)						
44200 Shares (P.Y.44200) Bhhatia Investment Finance Pvt. Ltd.)				3.99	3.99	
95000 Shares (P.Y.95000) Number One Finsec Pvt. Ltd.)				14.63	14.63	
88109 Shares (P.Y.88109) Number One Finvest Pvt. Ltd				17.62	17.62	
150000 Shares (P.Y.150000) Kartik Share Traders Pvt. Ltd.)				15.00	15.00	
Investment in Equity Shares - Trade, Quoted (at Fair Value)						
514295 Equity Shares (P.Y. 5,14,295) of Bharatiya Global Infomedia Ltd.				15.84	21.81	
Closing value (Rs. 3.08/share) on BSE is considered as fair value						
Market Value : Rs. 15.84 Lakhs (P.Y. Rs. 21.81 Lakhs)						
Aggregate value of unquoted investments				51.23	51.23	
Aggregate value of quoted investments				15.84	21.81	
				67.07	73.04	
Note No. 4						
Trade Receivables (Non- Current)						
Unsecured, considered good exceeding one year				700.68	1,211.20	
Note No. 5						
Loans (Non-Current Assets)						
Unsecured loan, considered good				166.56	166.56	
Note No. 6						
Other Financial Assets (Non-Current)						
Advances recoverable in cash or in kind				154.30	148.32	
Note No. 7						
Other Non-Current Assets						
Advance Recoverable in cash or in kind						
(a) Security Deposits				2.29	2.29	
(b) WIP- Movies *				1,018.93	1,018.93	
				1,021.21	1,021.21	
Note No. 8						
Inventories						
Stock-in-Trade				479.21	479.21	
Note No. 9						
Trade Receivables (Current)						
Unsecured, considered good						
(a) Exceeding six month				-	-	
(a) Not exceeding six month				-	-	
				-	-	
Note No. 10						
Cash and Cash Equivalents						
(a) Balances with scheduled banks						
-In current accounts				12.50	1.67	
(b) Cash-in-Hand				3.70	3.84	
				16.20	5.51	
Note No. 11						
Other Financial Assets (Current)						
Other Advances Recoverable in Cash or in kind				0.14	0.14	
Note No. 12						
Other Current Assets						
TDS Receivable				18.46	18.46	
TCS on Vehicle				0.10	0.10	
Input Tax Credit				39.04	34.95	
Refund Due				1.67	1.67	
				59.27	55.18	
Note No. 13						
Share Capital						
Authorised						
116,77,800 Equity Shares of Rs. 10/- Each				1,167.78	1,167.78	
Issued, Subscribed And Fully Paid-Up:						
113,27,630 (Previous year: 113,27,630) Equity Shares of Rs. 10/- each Fully Paid Up				1,132.763	1,132.76	

BGIL FILMS & TECHNOLOGIES LIMITED						
NOTES FORMING PART OF THE FINANCIAL STATEMENTS						
					Rupees in Lakh	
Particulars					As at 31st March 2025	As at 31st March 2024
Note No. 13 (a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:						
Equity Shares of Rs. 10 each			As at 31st March 2025		As at 31st March 2024	
			Number	Amount	Number	Amount
Shares outstanding at the beginning of the year			11,327,630.00	1,132.76	11,327,630.00	1,132.76
Shares issued during the year			-	-	-	-
Shares outstanding at the end of the year			11,327,630.00	1,132.76	11,327,630.00	1,132.76
Note No. 13 (b) Details of shares held by each shareholder holding more than 5% shares:						
Particulars			As at 31st March 2025		As at 31st March 2024	
			Number	% of Holding	Number	% of Holding
Mr. Rakesh Bhhatia			642,024.00	5.67	642,024.00	5.67
M/s. Number One Finvest (P) Ltd.			1,290,991.00	11.40	1,290,911.00	11.40
M/s. Grindlay Finman (P) Ltd.			1,390,317.00	12.27	1,128,000.00	9.96
M/s. Number One Finsec (P) Ltd.			604,537.00	5.34	604,537.00	5.34
Note No. 13 (c): Terms/rights attached to equity shares						
The company has only one class of equity shares having a par value of Rs. 10 per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amonuts. The distribution will be in proportion to the number of equity shares held by the shareholders.						
					As at 31st March 2025	As at 31st March 2024
Note No. 14						
Reserve and Surplus						
(i) Securities premium account						
Opening balance					545.73	545.72
Add: Addition during the year					-	-
					545.73	545.72
(ii) Capital Reserve						
Opening balance					216.46	216.45
Add: Addition during the year					-	-
					216.46	216.45
(iii) General Reserve						
Opening balance					44.00	44.00
Add: Addition during the year					-	-
					44.00	44.00
(iv) Retained Earnings						
Opening balance					(2.61)	59.62
Add: Transferred from profit and loss account					(22.80)	(62.23)
					(25.42)	(2.61)
					780.76	803.57
Note No. 15						
Borrowings (Non Current Liabilities)						
Unsecured loan from Directors						
Mrs. Arti Bhatia					1.30	1.30
Mr. Rakesh Bhatia					32.52	32.52
Unsecured Loan from others						
Supreme Infrastructure					5.00	5.00
Diyas Foundation					82.00	82.00
Shreshtham Property					44.67	-
Trans D2D Digital Services					14.00	-
					179.49	120.82
Note No. 16						
Long Term Provisions						
Provision for employee benefits					3.91	3.88
Note No. 17						
Deferred Tax Liabilities (Net) / (DTA)						
Fixed Assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting					10.73	(10.92)
Note No. 18						
Other Non-Current Liabilities						
Advance from customers					158.28	158.28

BGIL FILMS & TECHNOLOGIES LIMITED
NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rupees in Lakh

Note No. 19: Non-Current Liabilities - Trade Payable Ageing Schedule as at 31st March 2025

Particulars	Outstanding for following periods from the date of transaction				Total
	Less than 1 year	1 -2 year	2 - 3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	409.80	409.80
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
Total	-	-	-	409.80	409.80

Note No. 19(a): Non-Current Liabilities - Trade Payable Ageing Schedule as at 31st March 2024

Particulars	Outstanding for following periods from the date of transaction				Total
	Less than 1 year	1 -2 year	2 - 3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	995.34	995.34
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
Total	-	-	-	995.34	995.34

Note No. 19(b): Current Liabilities - Trade Payable Ageing Schedule as at 31st March 2025

Particulars	Outstanding for following periods from the date of transaction				Total
	Less than 1 year	1 -2 year	2 - 3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
Total	-	-	-	-	-

Note No. 19(c): Current Liabilities - Trade Payable Ageing Schedule as at 31st March 2024

Particulars	Outstanding for following periods from the date of transaction				Total
	Less than 1 year	1 -2 year	2 - 3 year	More than 3 year	
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
Total	-	-	-	-	-

Note No. 20

Other Current Liabilities

Advance from customers	-	-
Interest Accrued & due	-	-
Expenses Payable	87.63	69.24
Statutory Liabilities	6.58	5.37
	94.21	74.62

Note No. 21

Short Term Provisions

(i) Provisions for income tax	4.51	1.76
	4.51	1.76

BGIL FILMS & TECHNOLOGIES LIMITED NOTES FORMING PART OF THE FINANCIAL STATEMENTS		
	Rupees in Lakh	
Particulars	Mar-25	Mar-24
Note No. 22		
Revenue From Operations		
(a) Sale of Products	-	-
(b) Sale of Services	26.75	-
(c) Other Operating Revenues	-	-
	26.75	-
Note No. 23		
Other Income		
(a) Interest Income	-	19.16
(b) Dividend Income	-	-
(c) Other non-operating Income	795.50	0.00
	795.50	19.16
Note No. 24		
Changes in inventories of finished goods, work-in-progress and stock-in-trade		
Opening Stock	479.21	479.21
Less: Closing Stock	(479.21)	(479.21)
	-	-
Note No. 25		
Employee Benefits Expense		
(a) Salaries and Wages	24.92	26.72
(b) Gratuity	0.03	0.03
(C) Staff welfare	-	0.01
	24.95	26.76
Note No. 26		
Finance Costs		
(a) Interest	-	-
(b) Dividend on redeemable preference shares	-	-
(c) Exchange differences regarded as an adjustment to borrowing costs	-	-
(d) Bank charges	-	-
	-	-

BGIL FILMS & TECHNOLOGIES LIMITED					
NOTES FORMING PART OF THE FINANCIAL STATEMENTS					
Note No. 29 "Earning Per Share" computed in accordance with Indian Accounting Standard (Ind AS)-33 "Earning per Share"					Rupees in Lakh
Particulars		31st March 2025	For the year ended		31st March 2024
a). Numerator:					
Net profit after taxation as per statement of Profit & Loss		(22.80)			(62.23)
b). Denominator:					
No. of shares at the beginning of the year		113.28			113.28
Total Equity share outstanding at the end of the year		113.28			113.28
Weighted average no. of equity shares for the year		113.28			113.28
Weighted average no. of diluted equity shares for the year		113.28			113.28
c) Face Value per share (in Rs.)		10.00			10.00
d) Earning per Share (EPS):					
- Basic		(0.20)			(0.55)
- Diluted		(0.20)			(0.55)
Note No. 30 Value of Import on CIF Basis Rs. NIL (P.Y.Rs.NIL)					
Note No. 31 Earning & Expenditure in foreign exchange					
a) Earnings	Rs. NIL (P.Y. Rs. NIL)				
b) Expenditure	Rs. NIL (P.Y. Rs. NIL)				
Note No. 32 Estimated amount of contract remaining to be executed on capital account and not provided for Rs Nil(Previous Year Rs Nil)					
<u>Contingent Liabilities not provided for</u>					
a. Guarantees given by the company	Rs. NIL (P.Y. NIL)				
b. Claims against the company not acknowledge as debts					
Income Tax (AY 2010-11 to AY 2024-25)			Rs. 3.34 Lakhs (P.Y. 3.34 Lakhs)		
Interest on TDS (AY 2010-11 to AY 2024-25)			Rs. 18.95 Lakhs (P.Y. 16.84 Lakhs)		
SEBI Penalty			Rs. 5.00 Lakhs (P.Y. 5.00 Lakhs)		
Note No. 33 Balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advances are given are subject to reconciliation and such are as per books of accounts only. Adjustment theretohaving an impact of revenue nature, if any, will be made during the period in which the same are fully reconciled.					
Note No. 34 Disclosure as required by Indian Accounting Standard (IND AS-24) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India is as follows:					
a) Name of Related Parties & description of relationship:					
i) Key Management Personnel:					
Mrs. Arti Bhatia	- Director				
Mr. Rakesh Bhatia	- Spouse of Director				
Mr. Karn Rajhans	- Director				
Mr. Jamuna Prashad Sharma	- CFO				
Mr. Rohit Kaushik	- Director				
Mr. Akhileshwar Singh	- Company Secretary				
ii) Related parties where control exists:					
Bharatiya Global Infomedia Limited					
Merit Exports Pvt. Ltd.					
Bhatia Investment & Finance (P) Ltd.					
Number One Finsec Pvt. Ltd.					
Number One Finvest Pvt. Ltd.					
Grindlay Finman Pvt. Ltd.					
b) Details of Transactions:		As on 31st March 2025	As on 31st March 2024		
i) Companies where control exists:					
Transactions:	Name				
Rent Expense	Merit Exports Pvt. Ltd.	20.03	1.26		
Sale of Goods / Services	Bharatiya Global Infomedia Limite	26.75	-		
Purchase	Bharatiya Global Infomedia Limite	25.25	-		
Outstanding as at Balance Sheet Date					
Payables		179.00	182.64		
Receivables		7.18	7.18		
ii) Key Management Personnel & their relatives					
Transactions:	Name				
Salary	Jamuna Prasad Sharma	3.00	3.00		
Director Remuneration	Arti Bhatia	9.80	9.80		
Salary	Akhileshwar Singh	6.00	6.00		
Outstanding as at Balance Sheet Date					
Payables		59.79	51.64		
Receivables		-	-		
Note No. 35 Previous year figures have been re-grouped, re-arranged and/or re-casted, wherever considered necessary so as to make them comparable with the current year figures.					
Note No. 36 Lease Terms Operating Lease:					
As Lessee: Operating Lease Rentals charged to Revenue for right to use following assets are:					
		2024-25	2023-24		
Office/Guest House/Residential Premises		20.03 Lakhs	1.26 Lakhs		

Note No. 37**Note No. 38**

Ratio Analysis

Note No. 39

Relationship with struck off companies

Note No. 40

Note No. 41

Note No. 42

In terms of our report of even date

For Singh Ray Mishra & Co.

Chartered Accountants

(Firm No. 318121E)

(Form No. 0101212)

sd/-

(CA Vinay Kumar)

Partner

Membership No. : 402896

Membership No. : 402998

Place: Noide

Place: Noida
Date:

Date: _____

sd/-
(Arti Bhatia)
Chairman
DIN: 00047040

sd/-	
Akhileshwar Singh	
Company Secretary	
Membership No.: 25276	

	sd/-
	(Rohit Kaushik)
	Director
	DIN: 07180228

	sd/-
	Jamuna Prasad Sharma
	Chief Financial Officer
	PAN: HUOPS0158C

Significant Accounting Policies and Notes to Accounts for the year ended 31st March 2025

1.1 Significant Accounting Policies

1.1.1 Basis of Preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Compliance with Ind AS

These financial statements for the year ended 31st March 2025 has been prepared under Ind AS.

The accounting policies are applied consistently to all the periods presented in the financial statements.

Historical Cost Convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Defined benefit plans - plan assets measured at fair value.

Current and non-current classification

The financial statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

1.1.2 Use of estimates and judgements

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing

circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/ materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.1.3 Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection and are recorded net of sales return, branch transfer, rebates and trade discounts.

The Company's income from operation is accounted for on accrual basis.

1.1.4 Property, Plant and Equipment

Property, Plant and Equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

1.1.5 Intangible Assets

Intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Finite-life intangible assets are amortised on a straight-line basis over the period of their expected useful lives.

Estimated useful life by major class of finite-life intangible asset is as follows:
Computer software - 5 years

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

1.1.6 Impairment of non-financial assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

1.1.7 Investments

Investments in unquoted equity shares and quoted shares are stated at cost and fair market value respectively.

1.1.8 Inventories

Raw materials and store & spares are valued at lower of Cost and Net Realizable Value.

Work in progress is valued at the cost incurred.

Finished goods are valued at lower of Cost (raw material and appropriate proportion of overheads) and Net Realizable Value.

Goods held for Resale are valued at lower of cost and net realizable value.

The cost of inventories comprises all costs of purchase (including duties for which no credit/rebate is to be received), costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Trade discounts, rebates, duty drawbacks and other similar items are deducted in determining the costs of purchase.

Costs of inventories are determined on First in First out ('FIFO') basis in the ordinary course of business.

Net Realizable Value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.1.9 Tax expenses

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss.

Current Tax:

Provision for Taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of Income Tax Act, 1961.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.1.10 Employee benefits

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and the undiscounted amount of such employee benefits are recognised in Statement of Profit and Loss in the period in which the employee renders the related services. These benefits include salaries, wages, bonus etc.

Defined Benefit Plan

Gratuity is provided for based on actuarial valuation carried out at the close of each period. The actuarial valuation is done by an Independent Actuary as per projected unit credit method. For defined benefit plans, the amount recognised as 'Employee benefit expense' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in the Statement of Profit and Loss). Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes

in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

1.1.11 Segment reporting

Identification of segments

As defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segment and are as set out in the significant accounting policies.

The company has only one segment income during the period, therefore there is no requirement of segment reporting as per Indian Accounting Standard (Ind AS) 108.

1.1.12 Cash Flow Statement

Cash flows are reported using the indirect method in accordance with Ind AS 7, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

1.1.13 Earning Per Share

Earnings per Share (EPS) is calculated by dividing the Net Profit or Loss for the period attributable to equity shareholders by the Weighted Average Number of equity shares outstanding during the period.

For the purpose of calculating Diluted Earnings per share, the Net Profit or Loss for the period attributable to equity shareholders is divided by the Weighted Average Number of shares outstanding during the period after adjusting for the effects of all dilutive potential equity shares.

1.1.14 Provisions and Contingent Liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence

or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.1.15 Financial Instruments

A). Financial Assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset. Financial assets are subsequently classified and measured at

- amortised cost
- Fair value through profit and loss (FVTPL).

Other equity investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

B). Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value

through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

1.1.16 Derivative financial instruments

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognised in the Statement of Profit and Loss in the period when they arise.

Notes on Company Bank Account

The Company Bank Account namely BGIL Films & Technologies Limited
A/c No.: 60162573140 Bank: Bank of Maharashtra has been seized by GST department.
