



21st Annual Report

2009-2010



BGIL

BGIL FILMS & TECHNOLOGIES LTD.



BGIL

Films & Technologies Ltd.

ANNUAL REPORT 2009-2010

BOARD OF DIRECTORS

Mr. Rakesh Bhalia
Mr. Ashok Kumar Juneja
Mr. Sanjay Kapoor

Chairman cum Managing Director
Director
Director

COMPANY SECRETARY

Ms. Sonia Singh

AUDITORS

M/s. SNMG & Co.
Chartered Accountants
E-35, LGF, Basement, Lajpat Nagar-III,
New Delhi - 110024

BANKERS

ICICI Bank
Indian Bank

REGISTERED OFFICE

623, Devika Tower, 6, Nehru Place,
New Delhi - 110019
Email:- bgilfilms@bgilinfo.com
Website : www.bgilfilms.com

CORPORATE OFFICE

B-60, Sector-57, Noida,
Uttar Pradesh

BRANCH OFFICE

C-Wing, Amallas, Above HDFC Bank,
Juhu Versova Link Road,
Andheri (W), Mumbai - 400053

REGISTRAR & SHARE TRANSFER AGENT

M/s. Mas Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi - 110020

21st Annual General Meeting

Day	:	Wednesday
Date	:	September 29, 2010
Time	:	3.30 P.M.
Venue	:	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110 019

CONTENTS

PAGE NO.

Notice	1
Directors' Report	3
Corporate Governance	5
Management Discussion & Analysis	13
Auditors' Report	15
Balance Sheet	18
Profit & Loss Account	19
Schedule forming part of Balance Sheet & Profit & Loss Account	20
Notes on Account	23
Balance Sheet Abstract	26
Cash Flow Statement	30
Attendance Slip & Proxy Form	31



BGIL

Films & Technologies Ltd.

ANNUAL REPORT 2009-2010

BOARD OF DIRECTORS

Mr. Rakesh Bhatia
Mr. Ashok Kumar Juneja
Mr. Sanjay Kapoor

Chairman cum Managing Director
Director
Director

COMPANY SECRETARY

Ms. Sonia Singh

AUDITORS

M/s. SNMG & Co.
Chartered Accountants
E-35, LGF, Basement, Lajpat Nagar-III,
New Delhi - 110024

BANKERS

ICICI Bank
Indian Bank

REGISTERED OFFICE

623, Devika Tower, 6, Nehru Place,
New Delhi - 110019
Email:- bgilfilms@bgilinfo.com
Website : www.bgilfilms.com

CORPORATE OFFICE

B-60, Sector-57, Noida,
Uttar Pradesh

BRANCH OFFICE

C-Wing, Amaltas, Above HDFC Bank,
Juhu Versova Link Road,
Andheri (W), Mumbai - 400053

REGISTRAR & SHARE TRANSFER AGENT

M/s. Mas Services Ltd.
T-34, 2nd Floor,
Okhla Industrial Area, Phase-II,
New Delhi - 110020

21st Annual General Meeting

Day : Wednesday
Date : September 29, 2010
Time : 3.30 P.M.
Venue : A-81, Bipin Chandra Pal Memorial Trust,
C.R. Park, New Delhi-110 019

CONTENTS

PAGE NO.

Notice	1
Directors' Report	3
Corporate Governance	5
Management Discussion & Analysis	13
Auditors' Report	15
Balance Sheet	18
Profit & Loss Account	19
Schedule forming part of Balance Sheet & Profit & Loss Account	20
Notes on Account	23
Balance Sheet Abstract	26
Cash Flow Statement	30
Attendance Slip & Proxy Form	31

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting (AGM) of the members of **BGIL Films & Technologies Limited** will be held on Wednesday, the 29th September 2010, at 3:30 P.M. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, to transact the following businesses:

ORDINARY BUSINESS

(1) To receive, consider and adopt the Audited Profit & Loss Account of the Company for the year ended 31st March, 2010 and the Balance Sheet as at that date together with the Director's Report on 31st March, 2010, and Auditor's Report thereon.

(2) To appoint Director in place of Mr. Ashok Kumar Juneja, who retires by rotation at this meeting and being eligible, offer himself for re-appointment.

"RESOLVED THAT Mr. Ashok Kumar Juneja, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

(3) To consider, and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors for the Financial Year 2010-2011 as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provision, if any, of the Companies Act, 1956, M/s SNMG & Co., Chartered Accountants, New Delhi, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors of the Company."

By the Order of the Board
For BGIL Films & Technologies Limited

Sd/-
Sonia Singh
Company Secretary

Place : New Delhi
Date : 03rd September, 2010

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. All documents referred to in the notice or in the accompanying explanatory statement are open for inspection at the Registered Office of the Company between working hours on all working days upto the date of Annual General Meeting.
3. The details pertaining to the appointment/ reappointment of Directors are furnished in statement of Corporate Governance in the Director's Report.
4. The Register of Members and the Share Transfer books of the Company will remain closed on 28th September 2010 to 29th September 2010 (both days Inclusive) for the purpose of Annual General Meeting.
5. The Members/Proxies should bring their copy of the Annual Report for reference at the meeting as also the attendance slip duly filled in for attending the meeting.



6. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
7. The communication address of our Registrar and Share Transfer Agent (RTA) is M/s. Mas Services Limited having its office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
8. The members are requested to intimate changes if any, in their registered address to the Registrar & Share Transfer Agents for shares held in physical form & to their respective Depository Participants for shares held in electronic form.
9. Members, who hold shares in dematerialized form, are requested to bring their depository account number (Client Id and DP ID No) for easier identification and recording of attendance at the meeting.

**By the Order of the Board
For BGIL Films & Technologies Limited**

Sd/-
Sonia Singh
Company Secretary

Place : New Delhi

Date : 03rd September, 2010

DIRECTORS' REPORT

To the Members,

Your directors take pleasure in presenting the Twenty First Annual Report and Audited Statement of Accounts of the Company for the Financial Year ended on 31st March 2010.

FINANCIAL RESULTS

The financial results of the Company for the period under review are summarized below. The previous figures in the financial statements have been regrouped, wherever necessary.

PARTICULARS	Period Ended 31st March, 2010 (Rs. in Lacs)	Period Ended 31st March, 2009 (Rs. in Lacs)
Income from operations	2,653.84	2614.7
Other Income	5.18	5.66
Total Income	2,659.02	2620.37
Total Expenditure	2,512.20	2381.97
Profit Before Interest Depreciation & Tax	146.82	238.4
Less: Interest	0.31	0.68
Less: Depreciation	62.42	42.49
Profit before tax	84.09	195.23
Less: Provision for taxation	15.81	39.88
Less: Deferred Tax	13.05	31.12
Profit after tax	55.22	124.22
Amount available for Appropriation	259.25	204.02
Balance carried to Balance Sheet	259.25	204.02
Paid up Equity Share Capital	640.68	640.68
Reserve & Surplus	848.97	793.75

FINANCIAL YEAR

The Accounting Year under review is for the period ended 31st March, 2010.

COMPANY'S PERFORMANCE

The total revenues increased to Rs. 2659.02 Lacs from Rs. 2620.37 Lacs in the previous year. The operating profit earned during the year is Rs. 146.82 Lacs and Profit after tax is Rs. 55.22 Lacs against Rs. 124.22 Lacs as compared to last year.

The Company's operations have been discussed in the Management Analysis & Discussion Report in details.

SHARE CAPITAL

There has been no change in the Authorised and paid up Share Capital of the Company during the period.

PUBLIC DEPOSITS

The company has not accepted any deposits from the public during the period under reference.

DIRECTORS

During the year, under review there is no change in the composition of the Board of Directors of the Company.

AUDITORS REPORT

The observation made by the Auditors in their Report is self explanatory and does not require any clarification.

AUDITORS

M/s SNMG & Co., Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment as the Auditors of the Company. The Company received confirmation



that their appointment, if made, would be within the limits prescribed under Sec. 224(1B) of the Companies Act, 1956.

DIVIDEND

As the Company has recently entered into new activities & there are requirements of funds so that no dividend has been proposed.

LISTING OF SHARES

At present the Equity Shares of the Company are listed at Bombay Stock Exchange Limited only.

PARTICULARS OF EMPLOYEES

There is no employee whose particulars are required to be given in the terms of provisions of Section 217 (2AA) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

TECHNOLOGY, ABSORPTION, ADAPTATION AND THE INNOVATION

Since the company does not own any manufacturing facility, the provision of Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

FOREIGN EXCHANGE EARNINGS & OUTGO

There is no Foreign Exchange Earnings & Foreign Exchange Outflow during the year.

COMPANY SECRETARY

During the year, Ms. Sonis Singh is appointed as the Company Secretary of the Company.

CORPORATE GOVERNANCE

The Company is proactively following the principles & practices of good Corporate Governance. The Company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements of the Stock Exchange(s) are complied with.

A separate statement on Corporate Governance is produced as a part of the Annual Report with a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement of the Stock Exchange(s).

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956:

The Board of Directors hereby confirms that:

1. In the preparation of the Annual Accounts all the Applicable Accounting Standards has been followed along with proper explanations relating to material departures.
2. Your Directors have selected such accounting policies, which are in the best interest of the company and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the company and of the profit or loss of the company for the Financial Year 2009-2010.
3. Your Directors had taken proper and sufficient care for the maintenance of adequate accounting records for the year ended 31st March 2010 in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. Your Directors have prepared the Annual Accounts for the year 2009-2010 on the going concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation for the wholehearted cooperation received from the Shareholders, Clients, Dealers, Bankers, Agencies and for the value advice and support received from other Business Associates and expects the same in future as well for sustaining the results achieved in the past.

The Directors also wish to thank to all the employees at all the levels of their services.

By the Order of the Board
For BGIL Films & Technologies Limited

Sd/-

Rakesh Bhatia

Chairman Cum Managing Director

Place : New Delhi

Date : 03rd September, 2010

CORPORATE GOVERNANCE

(1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

BGIL Films & Technologies Ltd. (BGFT) believes in Good Corporate Governance, which results in corporate excellence by practicing and attaining maximum level of transparency, disclosure, accountability and equity in all interaction with its stakeholders. Corporate Governance envisages disclosure on various facets of the Company's operations to achieve corporate excellence.

The Company's Corporate Governance policies recognize the Company's commitment to good and efficient Corporate Governance. The Board of Directors, the highest policymaking body, is committed in its responsibility for all decisions to all constituents, including investors, employees and regulatory authorities. Transparency and Accountability are the fundamental principles to good Corporate Governance. Corporate Governance assumes a signification role in the business life of BGFT. The driving forces of Corporate Governance at BGFT are its core values-belief in people, Entrepreneurship, Customer Orientation & the pursuit of excellence. The Company recognizes that the shareholders are ultimately the persons who are catalyst to the economic activities and also the ultimate beneficiaries thereof.

(2) BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

The Company is managed by highly experienced professionals. All directors including Non-Executive Directors are suitably qualified, experienced and competent. During the period under review, at present, the Board of BGIL Films & Technologies Limited consists of three members out of which one is Managing Director, who is Promoter & Director of the Company and the remaining two are Non Executive Director/ Independent Director. The Independent Directors do not have any pecuniary relationships of transaction with the Company, promoters, management that may affect their judgment in any manner.

The List of Directors of the Company are as under:

S. No.	Name of the Director	Designation	Status of the Director
1	Mr. Rakesh Bhatia	Chairman & Managing Director	Executive Director
2	Mr. Sanjay Kapoor (appointed w.e.f. 31.01.2009)	Director	Non-Executive Director/ Independent Director
3	Mr. Ashok Kumar Juneja (appointed w.e.f. 12.01.2009)	Director	Non-Executive Director/ Independent Director

Brief Resume of the Directors to be appointed/re-appointed:

Mr. Rakesh Bhatia

49 years of age, he has more than 20 years experience in Corporate Law & Finance, Information Technology, Investment Banking and activities relating to Media & Entertainment. He is M. Com, Fellow Member of the Institute of Companies Secretaries of India and Fellow Member of All India Management Association. He is the Chairman of the Company and also the Managing Director of M/s Bharatiya Global Infomedia Limited. He successfully promoted various companies like M/s Bharatiya Global Infomedia Limited, demonstrated ability to collaborate with all levels of management to address strategic business challenges including shaping business strategy, acquisitions, divestitures, change management, recruitment, training and strategic business planning and thrives even in dynamic, challenging environments with a great deal of uncertainty and Challenges.

Mr. Sanjay Kapoor

50 years of age, he is a commerce graduate and a fellow member (FCA) of the Institute of Chartered Accountants of India (I.C.A.I) and possesses over 22 years of Experience in Corporate Accounting & Finance, Information Technology, Investment Banking and Taxation. During this total 22 years of experience he has been promoting various Companies. He has been a practicing Chartered Accountant since 1988.

Mr. Ashok Kumar Juneja

56 years old, he is Post graduation in Commerce. He is a renewed corporate lawyer and consultant and has a corporate exposer of more than 35 years with qualification of company secretaryship (F.C.S.), Cost Accountant (A.I.C.W.A.), Law Graduate (L.L.B.), Diploma in Business Finance (D.B.F.), and M. Com. etc. He has also under gone foundation course for investment professionals from European Private Equity and Venture Capital Association.

He has more than 34 years of experience in Merchant Banking, Finance, Corporate Laws, Legal, Commercial Information Technology (IT) & Management.

BOARD MEETINGS AND ATTENDANCE

Fourteen Board Meetings were held during the period under review i.e. for the year ended 31st March, 2010. The Board regularly met to consider amongst other business matters, the quarterly performance of the Company, financial results & other ongoing activities. Directors attending the meeting actively participated in the deliberations at these meetings.

The information as required under Annexure IA to Clause 49 of the Listing Agreement is made available to the Board. Agenda for the Board Meeting is sent to the Directors sufficiently in advance to allow them to examine and interact on the issues involved.

During the period under review, the date on which Board Meetings were held are as follows:

S. No.	Date of Meeting	S. No.	Date of Meeting
1	01.04.2009	10	15.11.2009
2	15.04.2009	11	06.12.2009
3	18.05.2009	12	30.01.2010
4	30.05.2009	13	23.02.2010
5	30.06.2009	14	28.03.2010
6	31.07.2009		
7	27.08.2009		
8	20.10.2009		
9	26.10.2009		

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETING AND LAST ANNUAL GENERAL MEETING (AGM) AND NUMBER OF COMPANIES WHERE HE IS DIRECTOR/MEMBER (AS ON THE DATE OF DIRECTOR'S REPORT)

Name of the Directors	No. of Board meetings attended (1st April, 2009 to 31st March, 2010)	Attendance at the last AGM held on 29.09.2009	No. of Directorships in Boards of other Companies*	No. of Membership in other Board/ Committees held in other Companies**	
				Chairman	Director
Mr. Rakesh Bhatia	13	Yes	6	-	-
Mr. Sanjay Kapoor	10	Yes	-	-	-
Mr. Ashok Kumar Juneja	11	Yes	1	-	-

* Directorship in Private Companies, Companies incorporated outside India is excluded for this purpose.

** Represents Membership/Chairmanship in Audit Committee and Shareholder's/Investors' Grievance Committee in Public Limited Companies.

(3) AUDIT COMMITTEE

To provide assistance to the Board of Directors of the Company the Audit Committee was constituted. It consists of three members including Chairman. The Committee was re-constituted and now headed by



Mr. Sanjay Kapoor. The Audit Committee provides direction to and oversees the audit and risk management functions, reviews the financial accounts, interact with statutory auditors and reviews matters of special interest.

Composition, Name of Members, Chairman and other details

This Committee consists of three members i.e.

Mr. Sanjay Kapoor	:	Chairman/Independent Director
Mr. Rakesh Bhhatia	:	Executive Director
Mr. Ashok Kumar Juneja	:	Non Executive Director /Independent Director

During the period under review, the Audit Committee met four times. The meetings were attended by all the members of the committee. The Company Secretary acts as the Secretary of the Committee.

(4) REMUNERATION COMMITTEE

The Remuneration Committee is headed by Mr. Ashok Kumar Juneja as the Chairman of the Committee. The Remuneration Committee was constituted to recommend and review remuneration package of Directors and Senior Executives and to present report to the Board on remuneration package of Directors and Senior Management Officials.

The Remuneration Committee of the company comprises of three Directors

Mr. Ashok Kumar Juneja	:	Chairman/Independent Director
Mr. Rakesh Bhhatia	:	Executive Director
Mr. Sanjay Kapoor	:	Non Executive/Independent Director

During the period under review, the Committee met four times. All the members of the committee attended the meeting. As on date there are no directors who are drawing remuneration from the Company.

(5) SHARE TRANSFER & SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE

The Share Transfer & Shareholders/ Investors Grievance Committee provides assistance to the Board of Directors in ensuring that the transfer of shares takes place within the stipulated period. The Share Transfer Committee was constituted and it is now headed by Mr. Rakesh Bhhatia, to look after all matters pertaining to share transfers, transmissions, issuance of duplicate shares, transpositions etc. & also to provide the shareholders of the company with additional assurance that sufficient information is being provided to enable them to form a reasoned opinion on the working of the company & to ensure speedy redressal of their grievances pertaining to share related issues.

The Committee comprises of three Directors

Mr. Sanjay Kapoor	:	Chairman/Independent Director
Mr. Rakesh Bhhatia	:	Executive Director
Mr. Ashok Kumar Juneja	:	Non Executive/Independent Director

During the period under review, the Committee met four times. The meetings were attended by all the members of the committee.

Shareholders queries/Complaints received during the period under review

* No. of valid complaint received as on 31.03.2010	:	Nil
* No. of queries/ Valid complaints pending/ Unsettled as on 31.03.2010	:	Nil

(6) CODE OF CONDUCT

The Board has laid down a code of conduct for all Board Members and senior Management of the Company. The Code of Conduct is available on the website of the Company. All the Board Members and Senior Management Personnel have affirmed the compliance with the code of conduct. A declaration signed by the Managing Director to this effect is enclosed at the end of this Report.

(7) GENERAL BODY MEETING.

Details of Annual General Meeting (AGM) for the last Three Years:

Description of Meeting	Date	Venue	Time	No. of Special resolution passed
18 th AGM	29.09.2007	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	9:30 A.M.	1
19 th AGM	28.11.2008	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	11:30 A.M.	Nil
20 th AGM	30.09.2009	A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019	03:30 P.M.	Nil

(8) DISCLOSURE

- (i) Related parties & transaction with them as required under Accounting Standard 18 (AS- 18) are furnished as Item No. 11 of Part B of Schedule 14 relating to Significant & Accounting Policies and Notes on Accounts attached to & forming part of Balance Sheet & Profit & Loss Account for the period ended 31.03.2010
- (ii) There have been no major instances of non-compliance by the Company on any matters related to the Capital Markets nor have any penalty/ strictures been imposed on the Company by the Stock exchange or SEBI or any other statutory authority on such matters.
- (iii) The Company's financial statements are prepared as per Accounting Standards and the accounting principles generally accepted in India.
- (iv) There is no pecuniary relationship or transaction with Independent/Non executive Director.
None of transactions with any of related parties were in conflict with the interest of the Company.

(9) MEANS OF COMMUNICATION

Complying with provision of the Listing Agreement, Norms, Guidelines and Circulars etc. and Information like Quarterly Financial Results and other significant developments in the Company has been made available from time to time to the press and had also been submitted to the Stock Exchanges to enable them to put them on their websites. The Company is regularly published its Quarterly & half yearly financial results generally in the Newspaper i.e. PIONEER (ENGLISH) & VEER ARJUN (HINDI).
Management Discussion and Analysis Report is attached to this report.

(10) CEO/CFO CERTIFICATION

The Chairman has signed a certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control systems, as required in Clause 49 of the Listing Agreement with the Stock Exchanges which is given separately herewith.

(11) AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company has obtained a certificate from the Auditors of the Company regarding compliance with the provisions relating to Corporate Governance laid down in Clause 49 of the Listing Agreement with Stock Exchange which is attached herewith.

(12) SHAREHOLDERS' INFORMATION

- a) **Annual General Meeting** : **21st Annual General Meeting**
 Date : 29th September, 2010
 Venue : A-81, Bipin Chandra Pal Memorial Trust,
 C.R. Park, New, Delhi-110019
 Time : 3.30 P.M.



b) Financial Calendar

Financial Year : 1st April, 2009 to 31st March, 2010

Adoption of Quaterly Results

- a) 1st Quarter : By end of July 2009.
- b) 2nd Quarter : By the end of October 2009.
- c) 3rd Quarter : By the end of January 2010.
- d) 4th Quarter : By the end of June 2010

(c) Date of Book Closure

From 28th September 2010 to 29th September 2010 (both days inclusive) for the purpose of Annual General Meeting.

(d) Listing on Stock Exchange(s):

The Bombay Stock Exchange, Mumbai
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Tel: + 91-22-22721233/34, Fax: + 91-22-2272 3719

The Listing Fees for the year 2009-10 have already been paid to BSE.

(e) Stock Code

Bombay Stock Exchange Limited
Scrip Code : 511664
ISIN No. : INE443D01018
Scrip ID : BGIL FL TEC

(f) Capital Structure

The Shareholding Pattern of the Company as on 31.03.2010 is as follows:

Category	No. of shares held	Percentage of Shareholding
A. Promoter's Group		
Promoters		
- Indian Promoters	34,144,15	53.300.00
- Foreign Promoters	0	0
Sub- Total	3,414,415	53.30
B. Non-Promoter's Holding		
a. Institutional Investors Mutual Funds and UTI	35,800	1.05
b. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institution)	0	0
c. Non-government Institutions, FIs.	0	0
Sub- Total	35,800	1.05
C. Others		
a. Private Corporate Bodies	830,058	12.47
b. Indian Public	1,882,286	29.37
c. NRIs / OCBs	75,606	1.18
d. Any other (please specify)	168,665	2.63
Sub- Total	2,956,615	45.65
GRAND TOTAL	6,406,830	100.00

(g) Distribution of Shareholding – As on 31.03.2010

Shareholding of Nominal Value of Rs.	No. of Shareholders	% to total Shareholders	No. of Share	Amount in Rs. (Nominal Value of each share/ unit Rs. 10/-)	% to Total Share Amount
Upto 5000	6,063	90.76	829,262	8,292,620	12.94
5001 To 10000	338	5.02	288,095	2,880,950	4.49
10001 To 20000	146	2.16	229,704	2,297,040	3.58
20001 To 30000	45	0.66	115,315	1,153,150	1.80
30001 To 40000	22	0.37	77,281	772,810	1.20
40001 To 50000	26	0.38	124,156	1,241,560	1.93
50001 To 100000	43	0.63	305,753	3,057,530	4.77
100001 and above	48	0.71	4,437,264	44,372,640	69.25
TOTAL	6,731	100.00	6,406,830	64,068,300	100.00

(h) Market Price Data

The Company's Equity Shares are listed at Bombay Stock Exchange (BSE), monthly high & low prices on BSE are as under:

Month	High*	Low*	No. of shares*
Mar-10	17.94	14.00	720,634
Feb-10	18.00	14.00	230,511
Jan-10	18.90	13.70	353,575
Dec-09	17.45	15.00	227,314
Nov-09	19.70	14.10	253,020
Oct-09	20.65	16.50	297,629
Sep-09	21.60	18.00	672,229
Aug-09	21.60	15.65	603,580
July-09	28.75	15.75	1,131,036
June-09	49.70	30.25	2,089,009
May-09	54.10	39.55	815,709
April-09	73.30	50.20	754,142

*Source: www.bseindia.com

(i) Dematerialisation of Shares

Company has entered into an agreement with CDSL & NSDL whereby the shareholders have the option to dematerialize their shares with either of depositories. Equity Shares of Company are actively traded at Bombay Stock Exchange, Mumbai.



Status of Issued Share Capital as on 31.03.2010

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	3,654,985	57.05
Physical Form	2,751,845	42.95
Total	6,406,830	100.00

(j) Registered office

623, Devika Tower, 6, Nehru Place,
New Delhi-110019

(k) Branch Office

C- Wing, Amaltes, Above HDFC Bank,
Juhu Versova Link Road,
Andheri (W), Mumbai-400053.

(l) Registrar and Share Transfer Agent

M/s Mas Services Ltd.
T-34, 2nd Floor, Okhla, Industrial Area, Phase -II
New Delhi-110020
Tel No. 011-40765562
Fax No. 0120-4227791

(m) Share Transfer System

The Company has entrusted the administrative work of share transfers, transmissions, issuance of duplicate certificates etc., and all tasks related to shareholdings to Mas Services Limited the Registrars and Share Transfer Agents.

(n) Address for correspondence

Particulars	Company	REGISTRAR AND SHARE TRANSFER AGENT
Contact Person	Ms. Sonia Singh Company Secretary	Mr. Sarwan Mangla
Address	623, Devika Tower, 6, Nehru Place, New Delhi-110019	M/s. Mas Services Limited, T-34, 2 nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020
Phone	011-30888871	011-26387281/82/83
Fax	011-30888873	011-26387384
E-mail	bgilfilms@bgilinfo.com	

Declaration by Managing Director under Clause 49 of Listing Agreement regarding compliance with Code of Conduct.

In accordance with Clause 49 1D of the Listing Agreement with the Stock Exchange, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them, for the Financial Year ended 31st March, 2010.

**By the Order of the Board
For BGIL Films & Technologies Limited**

Place : New Delhi
Date : 03rd September, 2010

Sd/-
Rakesh Bhatia
Chairman Cum Managing Director

CERTIFICATION

I, Rakesh Bhatia, Chairman cum Managing Director Certify that:

- (a) I have reviewed financial statement and the cash flow statement for the period ended 31.03.2010 and that to the best of my knowledge and belief:
- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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) There are, to the best of my knowledge and belief, no transaction entered into by the company during the period which is fraudulent, illegal or violative of the company's code of conduct.
- (c) Further, I accept responsibility for establish and maintain internal controls for financial reporting and Accordingly, I have evaluated the effectiveness of the internal control systems of the company.
- (d) I have indicated to the auditors and the Audit Committee
- Deficiencies in the design or operation of the internal controls, if any of which I am aware and the steps have been taken or propose to take rectify these deficiencies.
 - Significant changes in the internal control over the financial reporting during the period;
 - Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
 - Instances of significant fraud of which I became and involvement therein, if any, of the management or an employee having a significant in the Company's internal control system.

For **BGIL Films & Technologies Limited**

Sd/-

Rakesh Bhatia

Chairman cum Whole Time Director

Place: New Delhi

Date : 03rd September, 2010

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
BGIL Films & Technologies Ltd.

We have examined the compliance of conditions of Corporate Governance by BGIL Films & Technologies Ltd. formerly Known as Nam Credit & Investment Consultants Limited ("The Company") for the period ended on 31st March 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 above-mentioned Listing Agreement.

We further 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 **SNMG & Co.**
Chartered Accountants

Sd/-

(NEERAJ GUPTA)

Partner

Membership No. 87004

Place : New Delhi

Dated : 03rd September, 2010



MANAGEMENT DISCUSSION & ANALYSIS

(As Per Clause 49 of the listing Agreement)

FORWARD LOOKING STATEMENTS :

The financial statements of the Company have been prepared in compliance with the requirements of Companies Act, 1956 and the Generally Accepted Accounting Principles (GAAP) in India. The management of the company accepts the responsibility for the objectivity and integrity of these financial statements as well as, for various estimates and judgments used therein. The statement have been made on a prudent and reasonable basis, so that financial statements reflect in a true and fair manner, the form and substance of transactions and reasonably present the company's state of affairs.

BUSINESS REVIEW:

The Future prospects of Indian Entertainment industry look to be Extremely Good. As Indian's profile rises on the global stage outside interest in India's culture and entertainment industry is also bound to grow. India has the world's biggest movie industry in terms of the number of movies produced. Presently the technology of film making in India is perhaps the best among all developing countries. Indian film industry is now increasingly getting professional and lot of production houses are now working on corporate lines. Further, India has the third largest television market in the world behind only china and the USA. Today, television reaches about hundred million Indian households. Entertainment industry in India is presently in a consolidation phase as skills and resources are being pooled extensively. Besides adaptation to high end digital technology, the entertainment industry is also witnessing rapid development of state-of-the-art studios and post production facilities. The Indian Media and Entertainment sector is one of the largest markets in the world. The industry is seeing strong growth and has the potential to garner US\$ 200 billion by 2015.

The company has its credits to have produced three commercial feature films namely: "With Luv Tumhaara" which has been released successfully, "Yeh Sunday Kyun Aata Hai" has been sold in profit, and "The Saint Who Thought Otherwise" will be releasing very soon, besides these three films, there are also other films which are on floor, however the management is very cautious about taking new movies project and alternatively trying to evolve an internal system to distribute the selected movies in future in order to minimize the risk factor.

The Management of the company fully understand the risk factor involved in the entertainment industry and on the contrary to it that the company is operating in the segments of highly growth oriented industries of Media, Entertainment & Films, therefore the efforts of the management are always towards doing the activities which are result oriented but may be time-taking, so the focus of the management is on technology based futuristic activity. During the period the company spent on latest technological advancement and devices by doing rigorous R & D is the thrust area. During the year management decided not to go further in the segment of the Digital Signage because of the non-success of the activity by other companies in India. Further the merger of digital post production division from its group company namely M/s Bharatiya Global Infomedia Ltd could not take place due to disagreement on the pricing and equity ratio. However the proposed merger with "M/s Kirti Communications Pvt Ltd" (a company under the same management), the TV Pilots submitted with various channels are also in progress. The company is in the process of finalizing one animated Movie with 3D Effect during the year. Further the company has also planned to launch the concept of "fridaymovie.com" in order to create a new revenue Model in the industry.

INTERNAL CONTROL SYSTEM:

The company remains committed to maintain internal control systems and procedures designed to provide reasonable assurance for orderly and efficient conduct of business and security of its assets and for preventing their unauthorized use or disposition and detecting frauds or irregularities, if any. The Company has laid enormous significance to develop internal control systems relating to all aspects of the business and has well documented Operational Plans & Policies which are key to any organization for operational efficiency at all levels. The internal control system are designed to ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.



INDUSTRIAL RELATION/HUMAN RESOURCE MANAGEMENT :

Industrial Relations remained cordial and harmonious during the period under review.

RISK AND MANAGEMENT PERCEPTION :

The Company faces general risk inherent in any business including political, legal, geographical, economical environment etc. and takes appropriate steps to mitigate them and reduce their impact to the extent possible. The Company has continued its drive towards stringent cost cutting measure and adopted continuously review of its activities.

STATUTORY COMPLIANCE :

As the company is proposing new initiatives, therefore, the management is in the process to comply all statutory requirements of the Listing Agreement of Stock Exchange (s), Companies Act, 1956 and other applicable Laws Rules & Regulations. The Company has always strived towards compliance of all statutory requirements.

FINANCIAL MANAGEMENT :

The Management has new vision & style relating to financial aspects & managing funds. Therefore the management is making plan to control & enhance the business, financial strength of the company. The Company has a financial management information system in place, which involves preparation of a detailed business plan for the current year & next year. These are reviewed and amended every year.



AUDITORS' REPORT

To the Members of
BGIL FILMS & TECHNOLOGIES LIMITED

We have audited the attached Balance Sheet of **BGIL FILMS & TECHNOLOGIES LIMITED** as at 31st March 2010 and the Profit and Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and report thereto.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the company, as we considered appropriate, and in terms of the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable to the company.
3. Further to our comments in annexure referred to in paragraph (3) above, we report that:
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, the company as required by law, has kept proper books of account so far as appears from our examination of such books.
 - (c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report, comply with the Accounting Standards referred in sub - section 3(C) of section 211 of the companies Act, 1956.
 - (e) On the basis of written representations received from the directors as on 31.03.2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31.03.2010 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said statements of accounts together with the notes appearing in Schedule of Notes, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2010;
 - ii) In the case of Profit and Loss Account, of the profit for the year ended on that date, and;
 - iii) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place : New Delhi
Dated : 03.09.2010

For **SNMG & CO.**
Chartered Accountants
Sd/-
(Neeraj Gupta)
Partner
Membership No. 87004

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our report of even date,

- (i) (a) The company has generally maintained proper records showing particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, the Fixed Assets are physically verified by the management at reasonable intervals in a phased verification programme, which in our opinion, is reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.
 - (c) During the year, the company has not disposed off any part of its Fixed Assets so as to affect its going concern.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) (a) According to the information and explanations given to us, the company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties, covered in the register maintained under section 301 of the Companies Act, 1956 except Rs. 29,50,000/- taken from parties as unsecured loans. As there are no specific terms and conditions as to the repayment of these loans, we are unable to comment whether the same are prima facie prejudicial to the interest of the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in internal controls.
- (v) (a) On the basis of the audit procedures performed by us and according to the information, explanations and representations given to us, we are of the opinion that, the transactions in which directors were interested as contemplated under section 297 and sub-section (6) of section 299 of the Companies Act, 1956, and which were required to be entered in the register maintained under section 301 of the Companies Act, 1956, have so entered.
 - (b) According to the information and explanations given to us, transactions exceeding the value of Rs. 5,00,000/- have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits as defined under sections 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) According to the information and explanations given to us, maintenance of cost records have not been prescribed by the Central Govt. under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) According to the records of the company, in our opinion the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and any other statutory dues applicable to it.

- (b) According to the information and explanations given to us, there are no undisputed amount payable in respect of income tax, sales tax, customs duty, wealth tax and excise duty were outstanding as on 31st March, 2010 for a period of more than six months from the date becoming payable except the following:

Name of the Statute	Nature of Dues the amount relates	Amount in Lacs	Period to which
Service Tax Act	Service Tax	30.34	01.10.2008 to 31.03.2010
Income Tax Act	TDS	0.78	01.04.2009 to 31.03.2010
Income Tax Act	Income Tax	5.55	01.04.2008 to 31.03.2009

- (x) The company has no accumulated losses as at 31st March, 2010 and it has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
- (xi) According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi/mutual benefit fund/society.
- (xiv) In respect of shares, securities, debentures and other investments, dealt in or traded by the company, proper records have been maintained in respect of transactions and contracts, and timely entries have been made therein.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others, from banks or financial institutions during the year.
- (xvi) The Company has not obtained any term loans during the current year.
- (xvii) Based on the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice-versa.
- (xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) The company has not raised money by way of public issues during the year.
- (xxi) Based on the audit procedures performed and information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

Place : New Delhi
 Dated : 03.09.2010

For **SNMG & CO.**
 Chartered Accountants
 Sd/-
(Neeraj Gupta)
 Partner
 Membership No. 87004

BALANCE SHEET AS AT 31st MARCH 2010

	Schedule No.	As At 31.03.2010 (Rs.)	As At 31.03.2009 (Rs.)
SOURCES OF FUNDS			
I. SHARE HOLDER'S FUNDS :			
a) Share Capital	1	64,068,300.00	64,068,300.00
b) Reserves & Surplus	2	64,897,376.40	79,374,993.68
II. SECURED LOANS			
HDFC Bank		1,198,011.41	1,596,620.81
III. UNSECURED LOANS			
		2,950,000.00	-
IV. DEFERRED TAX			
Deferred Tax Liability		7,116,131.00	5,811,187.00
Total Funds Employed (I+II+III+IV)		160,229,818.81	150,851,101.49
APPLICATION OF FUNDS			
I. FIXED ASSETS			
a) Gross Block	3	45,103,990.00	37,183,990.00
b) Less : Depreciation		14,793,485.82	8,551,556.82
Sub Total (a)		30,310,504.18	28,632,433.18
II. INVESTMENTS			
	4	43,319,297.30	43,319,297.30
III. CURRENT ASSETS , LOANS & ADVANCES			
b) Cash and Bank Balances	5	120,621.61	471,605.41
c) Loans & Advances	6	15,571,001.90	18,996,259.90
d) Sundry Debtors	7	118,774,928.78	83,238,963.32
e) Work in Progress		43,734,833.29	43,685,411.29
Sub Total (c)		178,201,385.58	146,392,239.92
IV. CURRENT LIABILITIES & PROVISIONS			
a) Current Liabilities	8	90,489,746.25	64,330,432.11
b) Provisions	9	1,581,307.00	3,793,202.80
Sub Total (d)		92,071,053.25	68,123,634.91
V. NET CURRENT ASSETS			
Sub Total (c) – Sub Total (d)		86,130,332.33	78,268,605.01
VI. MISCELLANEOUS EXPENDITURE			
	10	469,685.00	630,766.00
Total Funds Applied (I+II+V+VI)		160,229,818.81	150,851,101.49
NOTES ON ACCOUNTS			
	14	-	-

As per Our Report of Even Date

For and on Behalf of Board of Directors

FOR SNMG & CO.

Chartered Accountants

Sd/-
NEERAJ GUPTA
Partner
M. No. 87004

Sd/-
RAKESH BHATIA
Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
Director

Place : New Delhi
Date : 03.09.2010

Sd/-
SONIA SINGH
Company Secretary

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010**

	Schedule No.	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
INCOME			
Income from Information Technologies/Services		77,883,808.00	235,845,984.15
Income from Distribution/Movies		187,500,055.54	25,625,100.00
Income from Investment & Finance		518,106.00	565,735.00
		<u>265,901,969.54</u>	<u>262,036,819.15</u>
EXPENDITURE			
Purchases		239,115,648.00	216,918,369.35
Personnel Expenses	11	6,900,822.00	12,805,846.00
Establishment Expenses	12	5,203,480.81	8,472,464.78
Financial Charges	13	31,456.01	67,731.69
Depreciation		6,241,929.00	4,249,083.00
		<u>257,493,335.82</u>	<u>242,513,494.82</u>
PROFIT BEFORE TAX		8,408,633.72	19,523,324.33
LESS: PROVISIONS			
- FOR CURRENT TAX		1,581,307.00	3,793,202.80
- FRINGE BENEFIT TAX		-	195,087.00
- DEFERRED TAX		1,304,944.00	3,112,832.00
PROFIT AFTER TAX		5,522,382.72	12,422,402.53
LESS: PRIOR PERIOD ITEMS		-	17,707.00
SURPLUS AS PER PREVIOUS BALANCE SHEET		20,402,563.71	7,997,868.18
BALANCE CARRIED FORWARD		<u>25,924,946.43</u>	<u>20,402,563.71</u>
Basic & Diluted Earning per Share Rs.		1.07	2.42
NOTES ON ACCOUNTS	14		

As per Our Report of Even Date

For and on Behalf of Board of Directors

FOR SNMG & CO.

Chartered Accountants

Sd/-

NEERAJ GUPTA

Partner

M. No. 87004

Sd/-

RAKESH BHATIA

Chairman cum Managing Director

Sd/-

SANJAY KAPOOR

Director

Sd/-

SONIA SINGH

Company Secretary

Place : New Delhi

Date : 03.09.2010



SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	As At 31.03.2010 (Rs.)	As At 31.03.2009 (Rs.)
SCHEDULE - 1 : SHARE CAPITAL		
AUTHORISED SHARE CAPITAL :	67,570,000.00	67,570,000.00
6,757,000 Equity Shares of Rs. 10/- each (P.Y. 67,57,000 Equity Shares of Rs. 10/- each)		
ISSUED, SUBSCRIBED & PAID UP	64,068,300.00	64,068,300.00
6,406,830 Equity Shares of Rs. 10/- each (Previous Year 6,406,830 Equity Shares of Rs. 10/- each)		
	64,068,300.00	64,068,300.00
SCHEDULE - 2 : RESERVES & SURPLUS		
General Reserve	4,400,229.97	4,400,229.97
RESERVES & SURPLUS		
Opening Balance		
Add: Net Surplus in Profit & Loss Account	25,924,946.43	20,402,563.71
	30,325,176.40	24,802,793.68
Share Premium Account	54,572,200.00	54,572,200.00
	84,897,376.40	79,374,993.68

SCHEDULE-3 : SCHEDULE OF FIXED ASSETS AS ON 31.03.2010

Description	Gross Block at Cost			Depreciation				Net Book		
	31.03.2009	Addition	Deduction	31.03.2010	31.03.2009	For the Year	Deduction	31.03.2010	31.03.2009	
Furniture & Fixtures	485,114.00	-	-	485,114.00	230,838.48	31,341.30	-	262,176.48	232,304.54	264,275.54
Office Equipments	598,471.00	-	-	598,471.00	451,440.83	42,312.30	-	603,782.83	54,718.17	137,033.17
Computer Equipments	32,709,875.30	7,500,000.00	-	40,209,875.30	7,703,711.85	5,941,172.00	-	13,644,883.85	26,504,391.15	25,006,163.15
Office Premises	1,195,000.00	-	-	1,195,000.00	75,497.40	13,479.00	-	85,975.40	1,099,023.60	1,118,502.60
Vehicles	2,185,630.00	-	-	2,185,630.00	79,098.28	207,625.00	-	286,723.28	1,898,836.72	2,108,461.72
TOTAL	37,169,990.30	7,500,000.00	-	44,670,000.30	8,551,556.83	6,241,320.00	-	14,792,876.83	30,316,994.18	28,632,433.18
PREVIOUS YEAR	19,750,111.00	17,433,879.00	-	37,183,990.00	4,300,474.24	4,249,082.58	-	8,551,556.83	28,632,433.18	15,447,656.71

SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	As At 31.03.2010 (Rs.)	As At 31.03.2009 (Rs.)
SCHEDULE - 4 : INVESTMENTS (AT COST)		
Unquoted Equity Shares		
950,300 Shares of M/s Bharatiya Global Infomedia Ltd.	42,072,993.30	42,072,993.30
24,200 Shares of M/s Bhatia Investment & Fin.	246,304.00	246,304.00
40,000 Shares of M/s No-1 Firsec Pvt. Ltd.	1,000,000.00	1,000,000.00
	<u>43,319,297.30</u>	<u>43,319,297.30</u>
SCHEDULE - 5: CASH & BANK BALANCES		
Cash in Hand (As per Cash Book & as certified by the management)	105,943.00	22,105.33
Balances with Scheduled Bank		
- In Current Account	14,678.61	449,500.08
	<u>120,621.61</u>	<u>471,605.41</u>
SCHEDULE - 6 : LOANS & ADVANCES		
Unsecured Considered Good		
Advances recoverable in cash or in kind for the value to be received	14,322,812.90	14,221,209.90
Share Application Money	509,000.00	509,000.00
Film Rights	600,000.00	1,200,000.00
Security Deposits	37,678.00	19,000.00
Tax Deducted at Source (A.Y. 2010-11)	101,511.00	3,047,050.00
	<u>15,571,001.90</u>	<u>18,996,259.90</u>
SCHEDULE - 7 : SUNDRY DEBTORS (Unsecured Considered Good)		
More than Six Months	21,705,736.00	11,833,875.70
Others	97,069,192.78	71,405,087.62
	<u>118,774,928.78</u>	<u>83,238,963.32</u>
SCHEDULE - 8 : CURRENT LIABILITIES		
Sundry Creditors	83,639,222.70	58,521,503.78
TDS Payable	78,458.00	428,012.00
Service Tax Payable	3,033,976.75	2,076,589.75
Expenses Payable	969,590.00	1,171,000.00
Corporation Bank	1,320,000.00	1,320,000.00
Fringe Benefit Tax	-	195,087.00
Audit Fees Payable	136,792.00	116,938.00
Other Current Liabilities	1,311,706.80	501,301.58
	<u>90,489,745.25</u>	<u>64,330,432.11</u>
SCHEDULE - 9 : PROVISIONS		
Provision for Taxation	1,581,307.00	3,793,202.80
	<u>1,581,307.00</u>	<u>3,793,202.80</u>

**SCHEDULE FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT**

	As At 31.03.2010 (Rs.)	As At 31.03.2009 (Rs.)
SCHEDULE - 10 : MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Preliminary Expenses & Public Issue Expenses	630,766.00	791,847.00
Less: Written off during the year	161,081.00	161,081.00
	<u>469,685.00</u>	<u>630,766.00</u>
SCHEDULE - 11: PERSONNEL EXPENSES		
Salary	5,651,597.00	11,745,200.00
Staff Welfare	1,249,225.00	1,060,646.00
	<u>6,900,822.00</u>	<u>12,805,846.00</u>
SCHEDULE - 12 : ESTABLISHMENT EXPENSES		
Advertisement & Publicity	70,650.00	86,300.00
AGM Expenses	60,500.00	436,400.00
Annual Maint. Charges	30,000.00	48,500.00
Auditors' Remuneration	19,854.00	19,854.00
Books & Periodicals	45,200.00	98,459.00
Car Insurance	27,470.00	41,551.00
Communication Exp.	769,866.50	404,904.25
Commission Charges	-	2,786,850.00
Conveyance	1,066,208.00	979,117.00
Electricity & Gen. Charges	68,200.00	170,057.00
Fees, Rates and Taxes	38,788.00	14,089.00
Film Right Expenses	600,000.00	600,000.00
Hire Charges/Vehicle Maintenance	181,720.83	378,794.81
Legal & Professional Fees	200,000.00	75,435.00
Listing Fees	128,470.00	15,000.00
Misc. Exp.	65,557.98	66,505.72
Office Expenses	586,172.00	524,384.00
Postage & Telegram	513,295.00	63,168.00
Preliminary & Issue Expenses written off	161,081.00	161,081.00
Printing & Stationary	10,621.50	151,625.00
Rent	447,000.00	106,200.00
Repairs & Maintenance	105,325.00	207,500.00
ROC Fees	7,500.00	4,500.00
Traveling Expenses	-	1,030,190.00
	<u>5,203,480.81</u>	<u>8,472,464.78</u>
SCHEDULE - 13 : FINANCIAL CHARGES		
Financial Charges	31,456.01	67,731.69
	<u>31,456.01</u>	<u>67,731.69</u>

SCHEDULE - 14 : SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS
A. SIGNIFICANT ACCOUNTING POLICIES:
(a) General:

Accounting Principles not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles. The company prepares its accounts on accrual basis, except otherwise stated, in accordance with normally accepted policies. The accounts are prepared on historical cost basis and as a going concern.

(b) Revenue Recognition

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

(c) Fixed Assets:

All the Fixed Assets have been stated on cost inclusive of incidental expenses less accumulated depreciation.

(d) Depreciation:

Depreciation is calculated on Fixed Assets on straight-line method in accordance with the schedule XIV as amended of the Companies Act, 1956

(e) Investments:

Investments are stated at cost.

(f) Current Assets:

Current Assets are stated at Cost or Market value whichever is lower except Stock in Trade, held in shares and Debentures, which have been valued at Cost Price.

(g) Miscellaneous expenditure:

Preliminary expenses & Public Issue Expenses are being written off over a period of 10 years.

(h) Retirement Benefits:

Provision for Gratuity will be accounted for on the retirement / cessation of employment. No amount has been charged to Profit & Loss Account on account of gratuity during the previous year.

(i) Contingent Liabilities

Unprovided contingent liabilities are disclosed in the accounts by way of notes giving nature and quantum of such liabilities.

(f) Taxation:

Provision for Taxation has been made in accordance with the Income Tax Act, 1961.

Deferred tax resulting from timing difference between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallise.

The Policies not specifically mentioned above are in agreement with the accounting standards issued by the Institute of Chartered Accountants Of India.

B. NOTES TO ACCOUNTS

1. Estimated amount of contract remaining to be executed on capital account and not provided for Rs Nil (Previous Year Rs Nil)

2. Contingent Liabilities not provided for :

a. Guarantees given by the company Rs. Nil (Previous Year Nil)

b. Claims against the company not acknowledge as debts Rs. Nil (Previous Year Nil)

3. Quantitative information required to be given under paragraph 3, 4C and 4D of part-II of Schedule VI to the Companies Act, 1956.

A. Purchase and Sale

Particulars	Purchase Qty.	Sale Qty.
3.66MTR Antenna	48	48
AC Power Supply	32	32
Antenna Motorised Actuators	64	64
Anton Batteries	209	209

Particulars	Purchase Qty.	Sale Qty.
BC420T/S SDI+4X Analogue Audio Trans.	32	32
C-band Pll Lnb M. no. SPL - 9010	45	45
CD	10	10
Cletp Cassette Type A Single	63	63
Db-Spares Part (Lot)	3	3
Dda-World Space Receiver	29	29
FLEX-TWIST WR 137	64	64
HIGH SPEED C-BAND LNBC	123	123
HIGH STABILITY C-BAND LNBC	18	18
L-BAND AUDIO DATA RECEIVER	4	4
LINE EQUALISER104 LN	27	27
LNBC	96	96
LOW PASS FILTERS	20	20
MAIN CIRCUIT BOARD SCPC 2CH	12	12
MUSICAM - DECODER CARD	20	20
OF CABLES (500 MTRS ROLL)	29	29
POWER DIVIDERS	8	8
SATSTREAM SCPC -2CH RECEIVER	8	8
S BAND LNBC	15	15
S BAND PLL DIGITAL LNBC	24	24
S BAND PLL LNBC	127	127
SILAB EMULATOR POD	19	19
SPARES PARTS (MW LINKS)	8	8
SPARES PARTS UPS	60	60
UPS	12	12
V35 CARDS	15	15
WRT 137 FLEX TWIST 72	40	40
WRT 137 STRAIGHT SECTION	30	30
15M LC to LC FC optical cables RoHS-6	24	24
Cabinet Sun Rack 900-38 & PDS Insta	4	4
Gigabit Ethernet network interface card	8	8
Kit, Filler panels, Sun rack Cabinets	4	4
OPT 5M null E net Cable	14	14
Power Cable, Outside No. Armor, PDS	4	4
Solaris 106/06 Media Kit DVD - NO	6	6
Sun cluster 3.1 Agents 9/04 Media Kit	6	6
Sun cluster 3.1 Media Kit (Latest)	6	6

Particulars	Purchase Qty.	Sale Qty.
Sun Fire V490 Server 48 *1.8ghz	8	8
Sun Fire V490 & V890 Ultra Sparc IV +	2	2
Sun Fire V880/V890 Rack mount Kit	4	4
Sun Fire V890 Server 6 *1.8ghz	4	4
Sun plex server license for Sunfire V480	8	8
Sun plex server license for Sunfire V880	4	4
Sun Storagetek PCI-X Enterprises 4gbFC	24	24
VERITAS Volume Manager 4.1 License	4	4
Theatrical Film Rights	12	12

b. Opening and Closing Stock

Particulars	Opening Stock Qty.	Closing Stock Qty.
3.66MTR Antenna	NIL	NIL
AC Power Supply	NIL	NIL
Antenna Motorised Actuators	NIL	NIL
Anton Batteries	NIL	NIL
BC420T/S SDI+4X Analogue Audio Trans.	NIL	NIL
C-band pll Inb M. no. SPL - 9010	NIL	NIL
CD	NIL	NIL
Cletpop Cassette Type A Single	NIL	NIL
Db-Spares Part (Lot)	NIL	NIL
DDA-WORLD SPACE RECEIVER	NIL	NIL
FLEX-TWIST WR 137	NIL	NIL
HIGH SPEED C-BAND LNBC	NIL	NIL
HIGH STABILITY C-BAND LNBC	NIL	NIL
L-BAND AUDIO DATA RECEIVER	NIL	NIL
LINE EQUALISER 104 LN	NIL	NIL
LNBC	NIL	NIL
LOW PASS FILTERS	NIL	NIL
MAIN CIRCUIT BOARD SCPC 2CH	NIL	NIL
MUSICAM - DECODER CARD	NIL	NIL
OF CABLES (500 MTRS .ROLL)	NIL	NIL
POWER DIVIDERS	NIL	NIL
SATSTREAM SCPC 2CH RECEIVER	NIL	NIL
S BAND LNBC	NIL	NIL
S BAND PLL DIGITAL LNBC	NIL	NIL
S BAND PLL LNBC	NIL	NIL
SILAB EMULATOR POD	NIL	NIL
SPARES PARTS (MW LINKS)	NIL	NIL

Particulars	Opening Stock Qty.	Closing Stock Qty.
SPARES PARTS UPS	NIL	NIL
UPS	NIL	NIL
V.35 CARDS	NIL	NIL
WRT 137 FLEX TWIST 72	NIL	NIL
WRT 137 STRAIGHT SECTION	NIL	NIL
15M LC to LC FC optical cables RoHS-6	NIL	NIL
Cabinet Sun Rack 900-38 & PDS Insta	NIL	NIL
Gigabit Ethernet network interface card	NIL	NIL
Kit, Filler panels, Sun rack Cabinets	NIL	NIL
OPT 5M null E net Cable	NIL	NIL
Power Cable, Outside No. Amer, PDS	NIL	NIL
Solaris 106/06 Media Kit DVD - NO	NIL	NIL
Sun cluster 3.1 Agents 9/04 Media Kit	NIL	NIL
Sun cluster 3.1 Media Kit (Latest)	NIL	NIL
Sun Fire V490 Server 48 *1.8ghz	NIL	NIL
Sun Fire V490 & V890 Ultra Sparc IV +	NIL	NIL
Sun Fire V880/V890 Rack mount Kit	NIL	NIL
Sun Fire V890 Server 8 *1.8ghz	NIL	NIL
Sun plex server license for Sunfire V480	NIL	NIL
Sun plex server license for Sunfire V880	NIL	NIL
Sun Storagetek PCI-X Enterprises 4gbFC	NIL	NIL
VERITAS Volume Manager 4.1 License	NIL	NIL
Theatrical Film Rights	NIL	NIL

4. In the absence of balance confirmations, Sundry Debtors, Sundry Creditors, Deposits and the parties to whom the advance are given continued to be subject to reconciliation and such are as per books of accounts only. Adjustment thereto having an impact of revenue nature, if any, will be made in the year in which the same are fully reconciled.
5. In the opinion of Board of Directors and explanations given to us, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision for depreciation and all known liabilities are adequate.
6. Service Tax amounting to Rs. 30,33,977/- remains unpaid as on 31.3.2010.
7. In accordance with the requirements of section 217 (2A) of the Companies Act, 1956, the number of employees who were:

(a) Employed through out the period at remuneration, which in aggregate was not less than Rs. 24,00,000/- per annum (including Directors)	-	NIL
(b) Employed for part of period at remuneration which in aggregate was not less than Rs. 2,00,000/- per month (including Directors)	-	NIL
8. CIF value of imports - NIL (P.Y. NIL)
9. Earning & Expenditure in foreign exchange

a) Earnings	-	NIL (P.Y. NIL)
b) Expenditure	-	NIL (P.Y. NIL)



10. Balance Sheet Abstract and Companies' General Business Profit as required under Part IV of Schedule VI to the Companies Act, 1956.

I. Registration Details

Registration No.	:	35572
State Code	:	55
Balance Sheet Date	:	31.03.2010

II. Capital raised during the year (Amount in Rs. Thousand)

Public Issue	:	NIL
Rights Issue	:	NIL
Private Placement	:	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)

Total Assets	:	252,301
Total Liabilities	:	252,301

Sources of Funds

Paid-up Capital	:	64,068
Reserves and Surplus	:	84,897
Secured Loans	:	1,198
Unsecured Loans	:	2,950
Deferred Tax Liability	:	7,116

Application of Funds

Net Fixed Assets	:	30,310
Investments	:	43,319
Net Current Assets	:	86,130
Misc. Expenditure	:	470

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	:	265,902
Total Expenditure	:	257,493
Profit/Loss Before Tax	:	8,409
Profit/Loss after Tax	:	6,827
Earning per share in Rs.	:	1.07
Dividend Rate %	:	NIL

V. Generic Names of three principal products/services of the Company (As per monetary terms)

Item Code No.	:	Not Applicable
Product Description	:	Distribution of Films
Item Code No.	:	Not Applicable
Product Description	:	Computer Hardware/Software
Item Code No.	:	Not Applicable
Product Description	:	Investments & Finance

11. Segment Reporting

From 01.04.2009 to 31.03.2010

Particulars	Information Technologies/ Services	Film Production & Distribution	Investment & Finance	Total
1. Segment Revenue				
Sales/ Net Income	77,883,808	187,500,056	518,106	265,901,970
Less: Inter-segment Revenue	-	-	-	-
Net Sales/Income	77,883,808	187,500,056	518,106	265,901,970
2. Segment Results				
Profit/(Loss) before tax and interest from each segment	6,779,943	7,487,590	414,485	14,682,018
Less: Interest	31,456	-	-	31,456
Un-allocable expenditure	-	-	-	6,241,929
Total Profit(Loss) before Tax	6,748,487	7,487,590	414,485	8,406,633
Less: Provision for Current Tax	-	-	-	1,581,307
Less: Provision for Fringe Benefit Tax	-	-	-	-
Total Profit(Loss) after Tax	-	-	-	6,827,326
Less: Deferred Tax Liabilities	-	-	-	1,304,944
Less: Prior Period Items	-	-	-	-
Net Profit(Loss)	-	-	-	5522382

Note:

- 1) Segments have been identified in line with Accounting Standard - 17 (AS-17) on Segment Reporting issued by the Institute of Chartered Accountants of India, taking into account the nature of activities as well as the differential risks and returns attached. The Company's operation predominantly relates to the following segments:
 - a) Information Technologies/Services
 - b) Film Production and Distribution
 - c) Investment & Finance
 - 2) There is no inter-divisional or inter segmental transfer of goods and services.
- 12. Earnings per share (EPS)**
- | | 2010-2011 | 2009-2010 |
|--|-----------|------------|
| Profit / (Loss) attributable to the Shareholders | 6,827,326 | 15,535,034 |
| Basic / Weighted Average number of Equity Shares Outstanding during the year | 6,406,830 | 6,406,830 |
| Nominal value of Equity Share | 10.00 | 10.00 |
| Basic / Weighted Earning per Share | 1.07 | 2.42 |

- 13. Related party Disclosure** (where transactions have taken place): In terms of Accounting Standard AS-18, all related parties have been identified by management and relied upon by the auditors.

a) Name of Related Parties & description of relationship:

i) Key Management Personnel:

Sh. Rakesh Bhatia	-	Director
Sh. Sanjay Kapoor	-	Director
Sh. Ashok Juneja	-	Director

(ii) Related Parties where control exists:

Bharatiya Global Intomedia Limited
 Kriti Communications (P) Ltd
 Bhatia Investment & Finance (P) Ltd.
 Number One Finsec (P) Ltd.
 Grindlay Finman (P) Ltd.
 Rakesh Bhatia HUF

b) Details of Transaction:-

	As on 31.03.2010 (Rs.)	As on 31.03.1909 (Rs.)
(i) Companies where control exists		
Transactions:		
*Sale of Hardware	NIL	11,320,405
*Purchase of Hardware	40,785,840	10,338,612
Outstanding as at Balance Sheet Date		
*Payables	52,916,009	494,040
*Receivable	9,221,532	8,034,874
(ii) Key Management Personnel & their relatives		
Transactions:		
Share App. Money Recd.	NIL	NIL
Outstanding as at Balance Sheet Date		
Amount Payable	NIL	NIL
Amount Receivable	NIL	NIL

14. Deferred Tax Liabilities for the year ended 31.03.2010 comprises of :

Particulars	As on 01.04.2009	During the period	As on 31.03.2010
On account of Difference of Book Depreciation & Tax Depreciation	5811187	1304944	7116131

15. 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.
16. No Provision has been made for Gratuity, leave encasement or other retirement benefits, which are accounted for on payment basis only.
17. Above mentioned Significant Accounting policies and notes on Accounts form an integral part of the Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date and have been duly authenticated.

In terms of our report of even date

For and on Behalf of Board of Directors

FOR SNMG & CO.
Chartered Accountants

Sd/-
NEERAJ GUPTA
 Partner
 M. No. 87004

Sd/-
RAKESH BHATIA
 Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
 Director

Place : New Delhi
 Date : 03.09.2010

Sd/-
SONIA SINGH
 Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2010

	As At 31.03.2010 (Rs.)	As At 31.03.2009 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	8,408,634	19,523,324
ADD: Adjustments for		
- Depreciation	6,241,929	4,249,083
	<u>6,241,929</u>	<u>4,249,083</u>
	14,650,563	23,772,407
LESS: Adjustments for		
- Interest Received	518,106	565,735
Cash from Operations	<u>14,132,457</u>	<u>23,206,672</u>
Adjustments for:		
- (Increase) / Decrease in Inventories	-	-
- (Increase) / Decrease in Loans & Advances	3,425,258	761,782
- Increase / (Decrease) in Sundry Receivables	(35,535,965)	(38,837,699)
- (Increase) / (Decrease) in Other Current Assets	(49,422)	(1,933,395)
- Increase / (Decrease) in Sundry Payables	26,159,314	33,304,749
	<u>(6,000,815)</u>	<u>(6,704,552)</u>
Net Cash generated from Operations after Working Capital Changes	<u>8,131,641</u>	<u>16,502,120</u>
Add : Extra ordinary items		
Add : Extra ordinary items	161,081	161,081
Less : Previous year adjustments	-	17,707
Less : Provision for tax/ tax paid	3,793,263	1,570,381
Net Cash Flow from Operating Activities	<u>4,499,520</u>	<u>15,075,113</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(7,920,000)	(17,433,679)
Purchase of Investments	-	-
Sale of Investments	-	30,000
Net Cash used in Investing Activities	<u>(7,920,000)</u>	<u>(17,403,679)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from new Borrowings	2,950,000	1,715,000
Repayment of Borrowings	(398,609)	(118,379)
Interest Paid	-	-
Interest Received	518,106	565,735
Net Cash used in Financing Activities	<u>119,497</u>	<u>2,162,356</u>
Net Cash Flow during the year (A+B+C)	<u>(3,300,984)</u>	<u>(166,410)</u>
Cash & Cash Equivalents (Opening)	471,605	638,016
Cash & Cash Equivalents (Closing)	<u>120,622</u>	<u>471,605</u>

For and on Behalf of Board of Directors

Place : New Delhi
Date : 03.09.2010

Sd/-
RAKESH BHATIA
Chairman cum Managing Director

Sd/-
SANJAY KAPOOR
Director

Sd/-
SONIA SINGH
Company Secretary

AUDITORS REPORT

We have verified the above cash flow of BGIL FILMS & TECHNOLOGIES LIMITED for the year ended 31st March 2010, drawn from the audited financial statements and the books and records maintained by the company for the year ended 31st March, 2010 and found the same in agreement herewith.

For **SNMG & CO.**
Chartered Accountants

Sd/-
NEERAJ GUPTA
Partner
Membership No. 87004

Place : New Delhi
Date : 03.09.2010



BGIL

Films & Technologies Ltd.

Regd. Office: 623, Devika Tower, 6, Nehru Place, New Delhi-110 019

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

To be handed over at the entrance of the meeting venue

Name of the attending member (In block letters) Mr./Mrs./Miss.....

Name of the proxy (in block letters to be filled in by Proxy attending instead of the member).....

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

I hereby record my presence at the TWENTY ONE ANNUAL GENERAL MEETING on Wednesday, the 29th September 2009, at 3:30 P.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

.....
Member's Signature

.....
Proxy's Signature

Note:

1. Shareholders / proxies are requested to bring the attendance slip with them.
2. Additional/Duplicates attendance slips will not be issued the meeting hall.

*Applicable for investors holding share in electronics form.

✂----- ✂
Tear Here



BGIL

Films & Technologies Ltd.

Regd. Office: 623, Devika Tower, 6, Nehru Place, New Delhi-110 019

PROXY FORM

I/We..... of..... being a member/Members of **BGIL FILMS & TECHNOLOGIES LTD.** hereby appoint..... of

..... as my / our proxy to attend and vote for me /us on my / our behalf at the TWENTY ONE ANNUAL GENERAL MEETING on Wednesday, the 29th September 2009, at 3:30 P.M. at the A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019, and at any adjournment thereof.

No. of shares held : Ledger Folio No. :

DP Id No.* : Client Id.* :

Date: Signature:

Note: The Proxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.

* Applicable for investors holding shares in electronic form.

Atlix
Rs. 1/-
Revenue
Stamp

BOOK POST
UNDER CERTIFICATE OF POSTING

If Undelivered, please return to:



Regd. Office: 623, Devika Tower,
6, Nehru Place, New Delhi-110 019