

BAG**B.A.G. Films and Media Limited**

"CIN: L74899DL1993PLC051841"

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BAG/stx/letters/2019-20/AM/947
September 26, 2019

To,
The Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G
Block, Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051
Fax: 91-22-26598237/38

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.
Fax: 91-22-2272 3121

NSE-SYMBOL: BAGFILMS BSE-Scrip Code: 532507**Sub: Proceeding of 26th Annual General Meeting of B.A.G. Films and Media Limited****Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find attached herewith proceedings of the 26th Annual General Meeting of the Members of the Company held on Wednesday, September 25, 2019 at 3:30 p.m. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

This is for your information and record please.

Thanking You

Yours sincerely

For **B.A.G. Films and Media Limited**


(Rajeev Parashar)
Company Secretary &
Compliance Officer



Encl: a/a



PROCEEDINGS OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.A.G. FILMS AND MEDIA LIMITED

The 26th Annual General Meeting (AGM) of the Members of B.A.G. Films and Media Limited ('the Company') was held on Wednesday, September 25, 2019 at 3:30 p.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

The Chairperson, other Directors, Auditors and officers took the chairs.

The Company Secretary welcomed the shareholders and requested the Chairperson, Ms. Anuradha Prasad Shukla to Chair the Meeting of the Company.

The Chairperson welcomed the Shareholders, Directors, Auditors and others at the 26th AGM of the Company.

The quorum being present, Chairperson declared the meeting open.

The Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee were present in the meeting.

The Chairperson announced that M/s Balika Sharma & Associates, Company Secretaries was appointed as scrutinizer to remote E-voting and to conduct E-voting at the AGM.

The Chairperson discussed the performance of the Company during the Financial Year 2018-19 and briefed the shareholders about all the business segments of BAG.

Thereafter the Notice of 26th Annual General Meeting and Board's Report were taken as read by the shareholders of the Company.

With the permission of the Shareholders present, the Auditors' Report was also taken as read.

The Company Secretary informed the Shareholders that the Company had provided Remote E-voting facility to all the Shareholders entitled to cast their vote (i.e. persons who were Shareholders as on 18th September, 2019, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period commencing from 21st September, 2019 at 9:00 a.m. (IST) and ended on 24th September, 2019 at 5:00 p.m. (IST) as per the provisions of the Companies Act, 2013 read with the Rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, in terms of the Companies Act, 2013, Shareholders who were present at the AGM and who had not cast their vote by Remote E- voting were provided an opportunity to exercise their right to vote at the venue of the AGM by way of Poll by using Tablet Based Electronic Voting System facilitated by National Securities Depositories Limited (NSDL) on all the 5 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

B.A.G. Films and Media Limited

The following items of business as set out in the Notice of 26th Annual General Meeting were proposed for the members' consideration and approval:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company.
4. To approve transactions under section 185 of the Companies Act, 2013.
5. To approve related party transactions under section 188 of the Companies Act, 2013.

Shareholders present were also given opportunity to ask questions and seek clarifications. Post questions and answers session, the objective and implications of the Resolutions were explained, before being put to vote at the meeting.

Thereafter, the Chairperson ordered the poll by using Tablet Based Electronic Voting System requesting all the Shareholders present at the meeting to cast their votes.

The Shareholders were informed that the voting Results would be declared after considering the Remote E-voting and e-voting done by Shareholders present at the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) within 48 hours of the conclusion of the AGM and placed on the website of the Company and National Securities Depositories Limited (NSDL).

The Chairperson thanked the Shareholders, Directors, Auditors and others for attending the meeting.

The Company Secretary proposed a vote of thanks to the Chair.

The AGM concluded at 4:10 p.m. after the Shareholders present at the meeting cast their votes.

This is for your kind information and record.

Thanking You

Yours sincerely

For **B.A.G. Films and Media Limited**

B.A.G. Films and Media Limited


(**Rajeev Parashar**) **Secretary**
Company Secretary &
Compliance Officer