

BAG/STX/letters/2023-24/AM/1291  
September 28, 2023

|                                                                                                                    |                                                                                                                                                         |
|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| To,<br>Listing Compliance Department<br>BSE Limited,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai-400 001 | To,<br>Listing Compliance Department<br>National Stock Exchange of India Limited<br>Exchange Plaza, Bandra-Kurla Complex,<br>Bandra (E), Mumbai-400 051 |
| <b>Scrip Code: 532507</b>                                                                                          | <b>SYMBOL: BAGFILMS</b>                                                                                                                                 |

**Sub: Consolidated Scrutinizer's Report of the 30<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed herewith the Consolidated Scrutinizer's Report for the Remote E-voting and E-voting during the AGM with respect to the Resolutions passed in the 30th Annual General Meeting (AGM) of the Company held on Wednesday, September 27, 2023 at 4:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means in compliance with 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 the SEBI Listing Regulations (as amended) and the MCA Circulars.

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

CC: National Securities Depository Limited-For information and updation  
Trade World, Awing, 4<sup>th</sup> & 5<sup>th</sup> Floor,  
Kamla Mills, Compound Lower Parel,  
Mumbai-400013



## **Balika Sharma And Associates** **Company Secretaries**

Address : Flat No. 211 pocket A / 3,  
Sector-7, Rohini, New Delhi,  
Pin Code -110085  
Mobile : 9811387946  
E-mail Id: [balikasharma@gmail.com](mailto:balikasharma@gmail.com)

### **Consolidated Scrutinizer(s) Report**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Chairperson  
**B.A.G. Films and Media Limited**  
CIN: L74899DL1993PLC051841  
352, Aggarwal Plaza, Plot No.8, Kondli,  
New Delhi - 110096

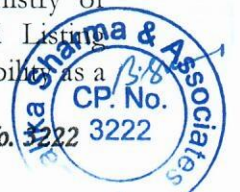
Dear Madam,

**Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 30<sup>th</sup> Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 30<sup>th</sup> Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Wednesday, September 27, 2023 at 4.30 P.M.(IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').**

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practicing Company Secretary, (Membership No FCS 4816/ C.P. No. 3222) have been appointed as Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated August 08<sup>th</sup>, 2023 for the purpose of scrutinizing the Remote E-Voting and Voting through Electronic System during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ( 'the Act' ) read with the Rules 20 of the Companies (Management and Administration) Rules, 2014 ( 'MGT Rules' ) read with amendment thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ( 'Listing Regulations' ) on the businesses contained in Notice of the 30<sup>th</sup> AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 30<sup>th</sup> AGM, the Company availed services of National Securities Depository Limited ('NSDL') and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 30<sup>th</sup> AGM. My responsibility as a

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C. P. No. 3222





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Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business as set out in the Notice of 30<sup>th</sup> AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The Remote E-Voting period to facilitate E-Voting by equity shareholders of the Company as at the "cut-off date" of Wednesday, September 20, 2023, commenced on Saturday, September 23, 2023 at 9:00 a.m. (IST) and ended on Tuesday, September 26, 2023 at 5.00 p.m. (IST) and the NSDL E-Voting platform was blocked thereafter.
5. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting/ E-voting were then unblocked in the presence of two witnesses Ms. Surbhi Sharma (House No 90, 3<sup>rd</sup> Floor, Pocket-28, Sector-24, Rohini, Delhi-110085) and Ms. Pushpa Joshi (House No. 22, 2<sup>nd</sup> Floor, Pocket B/-5, Sector-17, Rohini, Delhi-110085), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Surbhi*

Ms. Surbhi Sharma

*Pushpa*

Ms. Pushpa Joshi

6. The Company had also provided Remote E-Voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date Wednesday, September 20, 2023 were entitled to vote on the resolutions as contained in the Notice of the 30<sup>th</sup> AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
7. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL E-Voting system.
8. I now submit the Consolidated Report as under on the results of the Remote E-Voting prior to and during the AGM in respect of the said resolutions:





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### **RESOLUTION NO. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon:

1. Voted in favor of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 334                     | 100702739                          | 99.954                                |

2. Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 52                      | 46342                              | 0.046                                 |

3. Invalid Votes:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0                       | 0                                  | 0                                     |

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-A**.





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### **RESOLUTION NO. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.:

1. Voted in favor of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 323                     | 11343618                           | 99.567                                |

2. Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 55                      | 49401                              | 0.434                                 |

3. Invalid Votes:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0                       | 0                                  | 0                                     |

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-B.**





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### **RESOLUTION NO. 3: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions with B.A.G. Convergence Private Limited:**

1. Voted in favor of the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 318                     | 11055636                           | 97.071                                |

2. Voted against the resolution:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 59                      | 333573                             | 2.929                                 |

3. Invalid Votes:

| Number of members voted | Number of valid votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------------|---------------------------------------|
| 0                       | 0                                  | 0                                     |

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-C.**





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9. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 30<sup>th</sup> Annual General Meeting of the Company or person authorized by Chairperson to announce the result of the meeting.

Thanking you,

Yours faithfully

For Balika Sharma & Associates

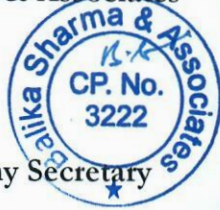
  
Balika Sharma

Practising Company Secretary

C. P. No.: 3222

M.NO. FCS 4816

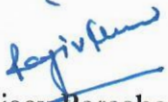
UDIN: F004816E001112340



Place: Noida

Date: 28.09.2023

Countersigned by

  
Rajeev Parashar

Company Secretary &

Compliance Officer

B.A.G. Films and Media Limited

Place: Noida

Date: 28.09.2023



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**Company Secretaries**

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**Annexure-A**

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

|    | Particulars                                        | Paid-Up value of Equity Shares |                      |           |
|----|----------------------------------------------------|--------------------------------|----------------------|-----------|
|    |                                                    | No. of Voters                  | No. of Equity Shares | (in Rs.)  |
| a) | Total Votes received                               | 386                            | 100749081            | 201498612 |
| b) | Less: Invalid no. of votes casted                  | 0                              | 0                    | 0         |
| c) | Valid no. of votes casted (Net)                    | 386                            | 100749081            | 201498612 |
| d) | Total no. of votes with assent for the Resolution  | 334                            | 100702739            | 201405478 |
| e) | Total no. of votes with dissent for the Resolution | 52                             | 46342                | 92684     |

**Annexure-B**

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 2 are as under:

|    | Particulars                                        | Paid-Up value of Equity Shares |                      |          |
|----|----------------------------------------------------|--------------------------------|----------------------|----------|
|    |                                                    | No. of Voters                  | No. of Equity Shares | (in Rs.) |
| a) | Total Votes received                               | 378                            | 11393019             | 22786038 |
| b) | Less: Invalid no. of votes casted                  | 0                              | 0                    | 0        |
| c) | Valid no. of votes casted (Net)                    | 378                            | 11393019             | 22786038 |
| d) | Total no. of votes with assent for the Resolution  | 323                            | 11343618             | 22687236 |
| e) | Total no. of votes with dissent for the Resolution | 55                             | 49401                | 98802    |





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### **Annexure-C**

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

|    | Particulars                                           | Paid-Up value of<br>Equity Shares |                         |          |
|----|-------------------------------------------------------|-----------------------------------|-------------------------|----------|
|    |                                                       | No. of Voters                     | No. of Equity<br>Shares | (in Rs.) |
| a) | Total Votes received                                  | 377                               | 11389209                | 22778418 |
| b) | Less: Invalid no. of votes casted                     | 0                                 | 0                       | 0        |
| c) | Valid no. of votes casted (Net)                       | 377                               | 11389209                | 22778418 |
| d) | Total no. of votes with assent for<br>the Resolution  | 318                               | 11055636                | 22111272 |
| e) | Total no. of votes with dissent for<br>the Resolution | 59                                | 333573                  | 667146   |

