



B.A.G. Films and Media Limited

"CIN: L74899DL1993PLC051841"

FC-23, Sector 16A, Film City,

Noida 201 301

Tel.: 0120 4602424 | Fax : 0120 3911401

Mail : info@bagnetwork.in

www.bagnetwork24.in

BAG/STX/letters/2024-25/AM/1388

August 30, 2024

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

Sub: Consolidated Scrutinizer's Report of the 31st 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 31st Annual General Meeting (AGM) of the Company held on Wednesday, August 28, 2024 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 Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA Circulars as received from the Scrutinizer.

This is for your information and record please.

Thanking You

Yours sincerely

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


(Ajay Mishra)
Company Secretary &
Compliance Officer



Encl: a/a

CC: National Securities Depository Limited-For information and updation
Trade World, Awing, 4th & 5th 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*

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
E-mail: info@bagnetnetwork.in

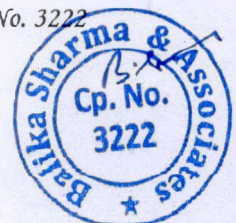
Dear Madam,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 31st 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 31st Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Wednesday, August 28, 2024 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 July 25th, 2024 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 31st 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 31st 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

GST No. : 07AMAPS 9564 K1ZE

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





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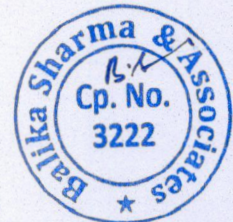
Regulations on the businesses set out in the Notice of the 31st AGM. My responsibility as a Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business as set out in the Notice of 31st AGM, based on the reports generated from the e-voting 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, August 21, 2024, commenced on Saturday, August 24, 2024 at 9:00 a.m. (IST) and ended on Tuesday, August 27, 2024 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, 3rd Floor, Pocket-28, Sector-24, Rohini, Delhi-110085) and Ms. Pushpa Joshi (House No. 22, 2nd 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.

Ms. Surbhi Sharma

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, August 21, 2024 were entitled to vote on the resolutions as contained in the Notice of the 31st 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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Company Secretaries

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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, 2024 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
286	100288525	99.992

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
63	8159	0.008

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. Sanjeev Kumar Dubey (DIN: 03533543) 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
285	100288480	99.992

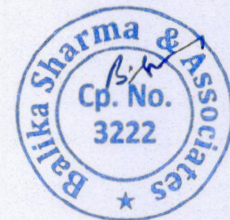
2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
64	8204	0.008

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: SPECIAL RESOLUTION

Re-appointment of Mr. Arshit Anand (DIN:08730055) as an Independent Director of the Company:

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
284	100288155	99.991

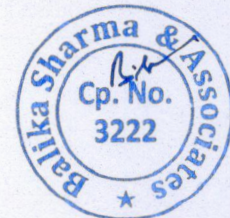
2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
65	8529	0.008

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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RESOLUTION NO. 4: SPECIAL RESOLUTION

Appointment of Ms. Anamika Sood (DIN:10629116) as a Director and as an Independent Director of the Company:

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
286	100288555	99.992

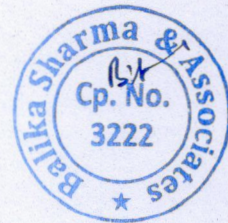
2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
62	8124	0.008

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. 4 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-D**.





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RESOLUTION NO. 5: SPECIAL RESOLUTION

Re-appointment of Ms. Anuradha Prasad Shukla (DIN:00010716) as Chairperson and Managing Director of the Company:

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
273	10600135	96.728

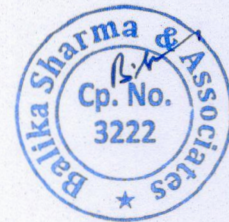
2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
64	358541	3.272

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. 5 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-E**.





Balika Sharma And Associates
Company Secretaries

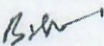
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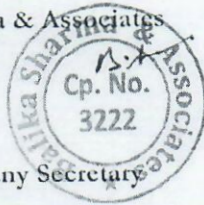
9. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
10. Based on the above voting, all resolutions passed with requisite majority, accordingly we request the Chairperson of the 31st Annual General Meeting of the Company or person authorized by Chairperson to announce the result of the meeting.

Thanking you,

Yours faithfully

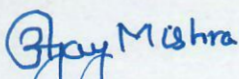
For Balika Sharma & Associates


Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
UDIN number F004816F001079032



Place: Noida
Date: 30.08.2024

Countersigned by


Ajay Mishra
Company Secretary &
Compliance Officer
B.A.G. Films and Media Limited



Place: Noida
Date: 30.08.2024

GST No. : 07AMAPS 9564 K1ZE

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



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Annexure-A

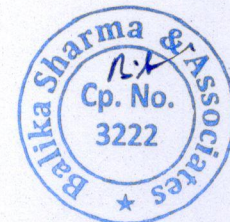
Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	349	100296684	200593368
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	349	100296684	200593368
d)	Total no. of votes with assent for the Resolution	286	100288525	200577050
e)	Total no. of votes with dissent for the Resolution	63	8159	16318

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	349	100296684	200593368
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	349	100296684	200593368
d)	Total no. of votes with assent for the Resolution	285	100288480	200576960
e)	Total no. of votes with dissent for the Resolution	64	8204	16408



GST No. : 07AMAPS 9564 K1ZE

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



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Annexure-C

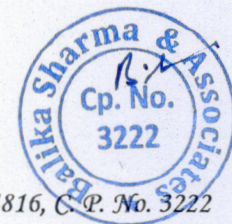
Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

	Particulars			Paid-Up value of
		No. of Voters	No. of Equity Shares	Equity Shares (in Rs.)
a)	Total Votes received	349	100296684	200593368
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	349	100296684	200593368
d)	Total no. of votes with assent for the Resolution	284	100288155	200576310
e)	Total no. of votes with dissent for the Resolution	65	8529	17058

Annexure-D

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 4 are as under:

	Particulars			Paid-Up value of
		No. of Voters	No. of Equity Shares	Equity Shares (in Rs.)
a)	Total Votes received	348	100296679	200593358
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	348	100296679	200593358
d)	Total no. of votes with assent for the Resolution	286	100288555	200577110
e)	Total no. of votes with dissent for the Resolution	62	8124	16248



GST No. : 07AMAPS 9564 K1ZE

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Annexure-E

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 5 are as under:

	Particulars			Paid-Up value of Equity Shares
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	337	10958676	21917352
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	337	10958676	21917352
d)	Total no. of votes with assent for the Resolution	273	10600135	21200270
e)	Total no. of votes with dissent for the Resolution	64	358541	717082

