

BAG**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/2021-22/AM/1131
September 29, 2021To,
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 051To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001**NSE-SYMBOL: BAGFILMS****BSE-Scrip Code: 532507****Sub: Consolidated Scrutinizer's Report of the 28th 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 28th Annual General Meeting (AGM) of the Company held on Monday, September 27, 2021 at 3:30 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.

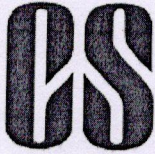
Thanking You

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, 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

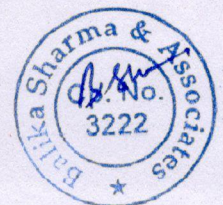
Dear Madam,

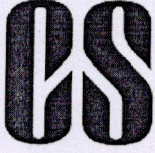
Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 28th Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 28th Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Monday, September 27, 2021 at 3.30 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 28, 2021 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 28th 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 28th 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 28th AGM. My responsibility as a

GST No. : 07AMAPS 9564 K1ZE

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





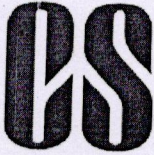
Balika Sharma And Associates
Company Secretaries

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Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com*

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 28th 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 Monday, September 20, 2021, commenced on Thursday, September 23, 2021 at 9:00 a.m. (IST) and ended on Sunday, September 26, 2021 at 5.00 p.m. (IST) and the NSDL E-Voting platform was blocked thereafter.
5. 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 Monday, September 20, 2021 were entitled to vote on the resolutions as contained in the Notice of the 28th AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
6. 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.
7. I now submit the Consolidated Report as under:





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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, 2021 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
364	91285036	99.98

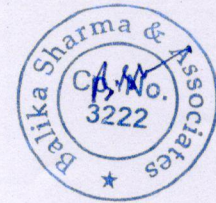
2. Voted against the resolution:

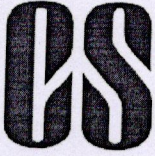
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	18638	0.02

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
349	1951891	98.60

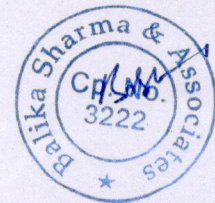
2. Voted against the resolution:

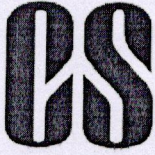
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
39	27721	1.40

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. Pankaj Chaturvedi 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
354	91274187	99.97

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
42	31487	0.03

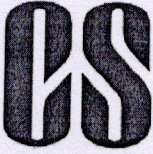
3. Invalid Votes:

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.**

8. 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.





Balika Sharma And Associates
Company Secretaries

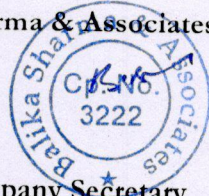
*Address : Flat No. 211 pocket A / 3,
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E-mail Id: balikasharma@gmail.com*

9. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 28th 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



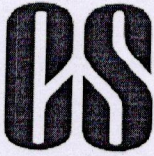
Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
UDIN: F004816C001030291

Place: New Delhi

Date: 29.09.2021

Countersigned

Rajeev Parashar
Company Secretary
B.A.G. Films and Media Limited



Balika Sharma And Associates
Company Secretaries

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Annexure-A

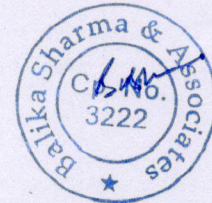
Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

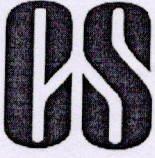
Particulars			Paid-Up value of Equity Shares (in Rs.)
	No. of Voters	No. of Equity Shares	
a) Total Votes received	395	91303674	18,26,07,348
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	395	91303674	18,26,07,348
d) Total no. of votes with assent for the Resolution	364	91285036	18,25,70,072
e) Total no. of votes with dissent for the Resolution	31	18638	37,276

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 (in Rs.)
	No. of Voters	No. of Equity Shares	
a) Total Votes received	388	1979612	39,59,224
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	388	1979612	39,59,224
d) Total no. of votes with assent for the Resolution	349	1951891	39,03,782
e) Total no. of votes with dissent for the Resolution	39	27721	55,442





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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	396	91305674	18,26,11,348
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	396	91305674	18,26,11,348
d)	Total no. of votes with assent for the Resolution	354	91274187	18,25,48,374
e)	Total no. of votes with dissent for the Resolution	42	31487	62,974

