

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

"CIN: L74899DL1993PLC051841"

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BAG/STX/letters/2022-23/AM/1217
August 30, 2022To,
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: Proceedings of the 29th Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed herewith summary of the Proceedings of the 29th Annual General Meeting (AGM) of the Company held on Monday, August 29, 2022 at 4:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means in accordance with the provisions of the Companies Act, 2013 (as amended) and rules made thereunder, SEBI Listing Regulations, Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

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



SUMMARY OF PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.A.G. FILMS AND MEDIA LIMITED

The 29th Annual General Meeting (AGM) of the Members of B.A.G. Films and Media Limited ('the Company') was held on Monday, August 29, 2022 at 4:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the provisions of the Companies Act, 2013 (as amended) and rules made thereunder ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular issued by Ministry of Corporate Affairs vide its Circular Number 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022 (collectively referred to as "SEBI Circulars") issued by the Securities and Exchange Board of India (SEBI). The meeting commenced at 4:30 p.m. (IST).

Mr. Rajeev Parashar, Company Secretary and Compliance Officer, welcomed the Members attending the AGM and provided the general instructions to be followed by the Members and registered speakers during the Meeting. The Company Secretary requested the Chairperson, Ms. Anuradha Prasad Shukla to Chair the Meeting of the Company.

The Company Secretary informed the Members that the Company has taken all the requisite steps to enable the members to participate through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") and vote at the AGM.

All Directors, except Ms. Urmila Gupta, Independent Director were present through Video Conferencing from various locations. She could not attend the meeting due to some technical glitch at her end. The representative of Statutory Auditors and Secretarial Auditors were also present through Video Conferencing.

The Company Secretary requested all the Directors who had joined the meeting to introduce themselves and mention the location from where they were attending the meeting from. The following Directors, present in the Meeting introduced themselves one by one:

Ms. Anuradha Prasad Shukla

Chairperson and Managing Director

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Mr. Chandan Kumar Jain	Independent Director and Chairman of the Audit Committee and Nomination and Remuneration Committee
Mr. Sudhir Shukla	Non-Executive Director and Chairman of the Stakeholders Relationship Committee
Mr. Arshit Anand	Independent Director
Mr. Sanjeev Kumar Dubey	Non-Executive Director

The Statutory Auditors and Secretarial Auditor were present and marked their attendance.

The Company Secretary informed that the required Registers and documents referred in the AGM were available electronically for inspection by the Members during the AGM.

Ms. Anuradha Prasad Shukla, Chairperson and Managing Director of the Company welcomed all the Members, Directors, Auditors and other Officers at the 29th AGM of the Company.

The requisite quorum being present through Video Conferencing, the Chairperson called the meeting to order.

The Chairperson commenced her speech and summarized the business operations and financial performance of the Company. She spoke briefly about the different segments of business, preparedness of the Company for the future opportunities and shed light on the measures taken to overcome the impact of economic challenges caused by Covid19 conditions.

The Company Secretary informed the members that there being no qualification, on financial transactions or matters in the Auditors Report, the same was taken as read with their consent.

With the consent of the Members, the Notice convening the 29th AGM of the Company as circulated to the Members was taken as read.

The following items of business as set out in the Notice of 29th AGM were transacted at the AGM:

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, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Anuradha Prasad Shukla (DIN: 00010716) who retires by rotation, and being eligible, offers herself for re-appointment.
3. To approve Appointment of Statutory Auditors and to fix their Remuneration.

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Arjit Kumar

Company Secretary

Special Business:

4. Appointment of Mr. Chandan Kumar Jain (DIN: 09605901) as a Director and as an Independent Director.
5. Appointment of Mr. Sanjeev Kumar Dubey (DIN: 03533543) as a Non-Executive Director.
6. Approval of remuneration of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company.
7. To approve Material Related Party Transactions between the Company and its Subsidiaries.

The Company Secretary informed the Members that in compliance with 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, MCA Circulars and SEBI Circulars, the Company had provided remote e-voting facility before the AGM through the services of National Securities Depository Limited (NSDL), which commenced on Thursday, August 25, 2022 at 09:00 a.m. IST and ended on Sunday, August 28, 2022 at 05:00 p.m. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, August 22, 2022 had cast their votes electronically.

Further, Members who were present in the AGM through VC/OAVM facility and had not cast their vote through Remote E- voting were provided an opportunity to cast their vote electronically during the AGM through the National Securities Depositories Limited (NSDL) platform on all the 7 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

The Chairperson then invited the Members who had registered themselves as Speakers to raise queries, if any, or offer any comments related to the resolutions, Reports and Financial Statements and operation of the Company. Total five registered speaker shareholders spoke / raised queries for which necessary clarifications and responses were provided. The Chairperson appreciated the shareholders for raising pertinent queries and thanked them for their support.

The Company Secretary informed the Members that Ms. Balika Sharma (Membership No. 3222) senior partner of M/s Balika Sharma & Associates, Company Secretaries has been appointed as scrutinizer to scrutinize the vote cast through remote E-voting and electronic voting to conduct E-voting at the AGM.

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.

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Company Secretary

The Chairperson authorized the Company Secretary to submit the voting Results within 48 hours of the conclusion of the AGM along with the Scrutinizer's Report to the Stock Exchanges (NSE and BSE) and placed on the website of the Company and NSDL.

The Chairperson thereafter thanked all the Shareholders, Directors, Auditors and others for participation at the AGM and for their constructive suggestion and observation.

The Company Secretary informed the Members that voting on the NSDL platform would continue for another 15 minutes to enable the shareholders to cast their votes.

The AGM concluded at 5:13 p.m.(IST) (including the time allowed for e-voting at the AGM).

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



Company Secretary

(Rajeev Parashar)

**Company Secretary &
Compliance Officer**