

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/2022-23/AM/1204
August 4, 2022

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

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

NSE-SYMBOL: BAGFILMS**BSE-Scrip Code: 532507****Sub: Notice of 29th Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Notice convening the 29th Annual General Meeting (AGM) of Members of the Company scheduled to be held on Monday, August 29, 2022, at 4:30 P.M. (IST) through Video Conferencing('VC')/Other Audio Visual Means ('OAVM').

The Notice of 29th AGM is also uploaded on the Company's website www.bagnetwork24.in.

This is for your information and record please.

Thanking You

Yours sincerely

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

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



Encl: a/a

CC: National Securities Depository Limited (NSDL)



B.A.G. FILMS AND MEDIA LIMITED

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 460 2424, Fax No. 91 120 3911 401

Web: www.bagnetnetwork24.in, mail: info@bagnetnetwork.in

CIN: L74899DL1993PLC051841

NOTICE

Notice is hereby given that the 29th Annual General Meeting (AGM) of Members of B.A.G. Films and Media Limited (the Company) will be held on Monday, August 29, 2022 at 4:30 P.M.(IST) through Video Conferencing('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

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.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Joy Mukherjee & Associates, Chartered Accountants (ICAI Firm Registration Number: 006792C) be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company, on such remuneration, exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses, as may be mutually agreed by the Board of Directors of the Company and Statutory Auditors from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. **Appointment of Mr. Chandan Kumar Jain (DIN: 09605901) as a Director and as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT Mr. Chandan Kumar Jain (DIN: 09605901), who was appointed as an Additional Director of the Company with effect from May 30, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 80 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive), of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Chandan Kumar Jain (DIN: 09605901), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from May 30, 2022 to May 29, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved."

5. Appointment of Mr. Sanjeev Kumar Dubey (DIN: 03533543) as a Non-Executive Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Sanjeev Kumar Dubey (DIN: 03533543), who was appointed as an Additional Director of the Company with effect from May 30, 2022 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 80 of the Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Director of the Company with effect from May 30, 2022 and whose term will be liable to retire by rotation.”

6. Approval of remuneration of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such approval(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the Company hereby approves the remuneration of Ms. Anuradha Prasad Shukla (DIN: 00010716), Chairperson and Managing Director of the Company for the period with effect from April 01, 2023 to March 31, 2025 (i.e., the remaining period of her existing term of appointment), including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, as set out in the Explanatory Statement annexed to the Notice with a liberty to the Board to alter and vary the terms and conditions of the said revision of remuneration, in such manner as may be

agreed to by the Board and Ms. Anuradha Prasad Shukla, Chairperson and Managing Director.

RESOLVED FURTHER THAT except for the approval of remuneration, all other terms and conditions of her appointment as Chairperson and Managing Director of the Company, as approved by the resolution passed at the 26th Annual General Meeting of the Company held on September 25, 2019 shall remain unchanged.

RESOLVED FURTHER THAT Ms. Anuradha Prasad Shukla, Chairperson and Managing Director shall be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses incurred by her in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time, be available to other senior most executives of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing resolution, Mr. Sudhir Shukla, Director and/or Mr. Rajeev Parashar, Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matter and things as may be considered necessary, proper or expedient to give effect to this resolution.”

7. To approve Material Related Party Transactions between the Company and its Subsidiaries

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), Section 2(76) and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Materiality of and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval of the Audit Committee of the Company, approval of the Members be and is hereby accorded to the Company to enter into/ continue with the existing Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(zc) of the SEBI Listing Regulations read with the definition of ‘Related Party’ under Regulation 2(1)(zb) of the Listing Regulations in the course of:

- a) Sale and purchase of any goods and material;
- b) Availing / rendering of any services;
- c) Sharing or usage of each other's resources and reimbursement of expenses;
- d) Purchase / sale / transfer / exchange / lease of business assets to meet the business objectives and requirements;
- e) Purchase / sale / transfer of any security(ies) - equity, debt or otherwise;
- f) Providing fund based and non-fund based support;
- g) Any transfer of resources, services or obligations to meet its objectives/requirements;

with Related Parties as detailed in the explanatory statement to this Resolution, on such material terms and conditions as mentioned therein and as may be mutually agreed between the parties and the Company, for each of the financial years (FY) from FY 2022-23 to FY 2026-27 i.e., five financial years, provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : July 26, 2022

Rajeev Parashar
Company Secretary

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096
L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetnetwork.in
Web: www.bagnetnetwork24.in

NOTES:

1. In view of resurgence of the COVID-19 pandemic, the Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs vide its Circular No. 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, Circular No. 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its 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") prescribed the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the 29th Annual General Meeting (AGM) of the Members of the Company be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only.
2. The Company has appointed National Securities Depositories Limited (NSDL) to provide VC / OAVM Facility & e-voting facility for the AGM. The detailed procedure for participation in the AGM through VC/OAVM is as per note no. 21 and also available at the Company's website www.bagnetnetwork24.in
3. Information regarding appointment/re-appointment of Directors and Statutory Auditors and explanatory statement in respect of Special Businesses to be transacted pursuant to Section 102 of the Act and Regulation 36(3) of the SEBI Listing Regulation, is annexed hereto. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulation and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.

4. As per the provisions of Clause 3.A.II. of the MCA General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item No. 4- 7 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forming part of this Notice.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 29th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at csbalikasharma.h@gmail.com or info@bagnetwork.in with a copy marked to evoting@nsdl.co.in.
7. The attendance of the Members attending the 29th AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. As per the MCA Circulars at least 1,000 Members will be able to join AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration & Corporate Governance Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first- served principle.
9. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary User ID and password is given in subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the 29th AGM, being held through VC / OAVM.
10. Members joining the Meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
11. The Company has fixed **Monday, August 22, 2022 as the cut-off** date for identifying the Members who shall be eligible to vote through remote e-voting facility and for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.
12. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 29th AGM and Annual Report 2021-22 is being sent only through electronic mode to those Members whose email address are registered with the Company/ Depositories. Member may please note that the Notice of 29th AGM and Annual Report 2021-22 will be available on the Company's corporate website at <https://bagnetwork24.in>. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.in.
13. Those Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - a) **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depositor Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
 - b) **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Company's website under Investor Relation section and is also available on the website of the RTA at www.alankit.com along with signed scanned copy of the request letter providing the email address, mobile number and self-attested PAN copy for registering their email

address and receiving the Annual report, AGM Notice and the e-voting instructions.

- c) In case of any queries, Members may write to Info@bagnetnetwork.in or info@alankit.com.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website <https://bagnetnetwork24.in>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at info@bagnetnetwork.in in this regard, by mentioning "Request for Inspection" in the subject of the E-mail.
16. As per Regulation 40 of the SEBI Listing Regulations and vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company's Registrar and Transfer Agent (RTA), at info@alankit.com for assistance in this regard.
17. SEBI has mandated submission of pan by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their pan details to their depository participants. Members holding shares in physical form are requested to submit their pan details to the company's RTA.
18. Under Section 125 of the Act read with rules made there under the amount of unclaimed or unpaid dividend for the period of seven year or more from the due date is required to be deposited in the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
19. The Register of Members and Share Transfer Register of the Company will remain closed from **Tuesday, August 23, 2022 to Monday, August 29, 2022 (both days inclusive)**.
20. The Annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Company website www.bagnetnetwork24.in.
- 21. Instructions for E-voting and Joining the AGM are as follow:**
- A: PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**
- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), the MCA Circulars and the SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.
 - Members of the Company holding shares either in physical form or in electronic form as on the **cut-off date** i.e. **Monday, August 22, 2022** may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Monday, August 22, 2022**, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in
 - The remote e-voting period commences on **Thursday, August 25, 2022 at 9:00 am (IST)** and ends on **Sunday, August 28, 2022 at 5:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member

shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Monday, Monday, August 22, 2022.**

- iv. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- v. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the AGM.

B: INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system by using the same process as mentioned in the Notice of the AGM, where the EVEN of the Company i.e. **120626** will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID/Password may retrieve the same by following the remote e-voting instructions mentioned below to avoid last minute rush.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members are encouraged to submit their questions in advance with respect to the Accounts or the

business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at info@bagnetwork.in before 5.00 p.m. (IST) on Wednesday, August 24, 2022.

- iv. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@bagnetwork.in between August 23, 2022 (9:00 a.m. IST) to August 25, 2022 (5:00 p.m. IST). **Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- V. Members who need assistance before or during the AGM, can contact Ms. Soni Singh, Assistant Manager - NSDL at evoting@nsdl.co.in or call at toll free no. 1800 222 990/1800-224-430.

C: INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM:

The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.




Details on Step 1 are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 2. In case of any queries, /grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions ('FAQs') for Shareholders and e-voting user manual for Shareholders available in the download section of www.evoting.nsdl.com or call

on the toll-free number: 1800-222-990 and 1800 224 430 or send a request at evoting@nsdl.co.in.

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

Process for those shareholders whose email ids are not registered with the depositories/RTA for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@bagnetnetwork.in or info@alankit.com.
 - Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
 - Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
22. M/s Balika Sharma & Associates, Practicing Company Secretary (Membership No. FCS 4816 and COP No. 3222) has been appointed as the Scrutinizer by the Board of Directors for providing facility to the Members of the Company to scrutinize the remote e-voting process before the AGM as well as remote e-voting during the AGM in a fair and transparent manner.

- The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/ OAVM but have not cast their votes by availing the remote e-Voting facility.
- The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorised by her in writing who shall countersign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the website of the Company's website www.bagnetnetwork24.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson. The Company shall simultaneously forward the results with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. August 29, 2022.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

This explanatory statement is in terms of Regulation 36(5) of the SEBI Listing Regulations, however, the same is not required as per Section 102 of the Act.

The Statutory Auditors of the Company, M/s. Kumar Khare & Co, Chartered Accountants (ICAI Firm Registration Number 006740C were appointed in 2017 for a period of five years to hold office until the conclusion of 29th Annual General Meeting of the Company. Accordingly, M/s. Kumar Khare & Co, Chartered Accountants shall cease to be the statutory Auditors of the Company on the conclusion of 29th Annual General Meeting.

The Audit Committee and the Board of Directors considered it prudent to appoint new firm as statutory auditor in place of the retiring auditors.

The Board has, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., based on the recommendation of the Audit Committee, at its meeting held on July 26, 2022 proposed the appointment of M/s Joy Mukherjee & Associates, Chartered Accountants (ICAI

Firm Registration Number: 006792C) as Statutory Auditors of the Company for a period of five years from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company.

As per the requirement of the Act, as amended, M/s Joy Mukherjee & Associates, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act, the Chartered Accountants Act, 1949 and the rules made thereunder.

M/s Joy Mukherjee & Associates, Chartered Accountants (ICAI Registration No. 006792C) ("the Audit Firm") is a Firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm was registered with ICAI in the year 1993. It has its registered office in Lucknow, U.P. and also have 5 branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients.

The present remuneration of M/s. Kumar Khare & Co, Chartered Accountants as Statutory Auditors of the Company for conducting the audit for FY 2021-22, as approved by the Board of Directors is Rs. 3.50 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses.

The Board of Directors, on the recommendation of the Audit Committee and subject to approval of the Members of the Company at the AGM, have approved a remuneration payable to the Statutory Auditors amounting to Rs 3.50 Lakhs for conducting the audit for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 3 of the Notice.

ITEM NO.4

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Chandan Kumar Jain (DIN: 09605901) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from May 30, 2022 up to May 29, 2027 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 80 of the Articles of Association of the Company, Mr. Chandan Kumar Jain shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Chandan Kumar Jain are provided as Annexure to this Notice.

Mr. Chandan Kumar Jain has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which came into effect from 1st January 2022, approval of Members for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, approval of Members is being sought for the appointment of Mr. Chandan Kumar Jain as a Director of the Company.

In the opinion of the Board, Mr. Chandan Kumar Jain is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Chandan Kumar Jain on the Board of the Company and accordingly the Board recommends the Special Resolution for the appointment of Mr. Chandan Kumar Jain as a Director and an Independent Director as set out at Item No. 4 of the accompanying Notice for approval by the Members.

Except for Mr. Chandan Kumar Jain and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Mr. Sanjeev Kumar Dubey (DIN: 03533543) as an Additional Director in the category of Non-Executive Director of the Company with effect from May 30, 2022.

Pursuant to the provisions of Section 161(1) of the Act and Article 80 of the Articles of Association of the Company, Mr. Sanjeev Kumar Dubey shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Sanjeev Kumar Dubey are provided as Annexure to this Notice.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), which came into effect from 1st January 2022, approval of Members for appointment of a person on the Board of Directors is to be taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, approval of Members is being sought for the appointment of Mr. Sanjeev Kumar Dubey as a Non-Executive Director of the Company, liable to retire by rotation.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ('NRC'), recommended the appointment of Mr. Sanjeev Kumar Dubey as a Non-Executive Director, liable to retire by rotation, for approval by Members of the Company in terms of the provisions of the Companies Act, 2013.

Mr. Sanjeev Kumar Dubey has given his declaration to the Board, inter alia, that (i) he is eligible to be appointed as a Director in terms of Section 164 of the Act. (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) He has given his consent to act as a Director.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sanjeev Kumar Dubey on the Board of the Company and accordingly, the Board recommends an Ordinary Resolution for the appointment of Mr. Sanjeev Kumar Dubey as Non-Executive Director of the Company as set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except for Mr. Sanjeev Kumar Dubey and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 6

Ms. Anuradha Prasad Shukla (DIN: 00010716), Chairperson and Managing Director of the Company was re-appointed by the Members in the 26th Annual General Meeting of the Company held on September 25, 2019 for a period of 5 (five) years with effect from April 1, 2020 to March 31, 2025 with consolidated salary, Perquisites and allowance of Rs.160 Lakhs (Rupee One Hundred Sixty Lakhs) per annum. There are no changes in the remuneration of Ms. Anuradha Prasad Shukla as earlier approved in the above said 26th Annual General Meeting of the Company.

The Ministry of Corporate Affairs (MCA) vide its Notification no. S.O. 2922(E) dated 12th September, 2016 permitted payment of managerial remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 without seeking specific approval of the Central Government.

Under the provision of section 196, 197, 198 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person for period of not exceeding 3 years by way of special resolution.

Hence the Board recommends the resolution for member approval by way of special resolution, for approval of remuneration for remaining period with effect from April 1, 2023 to March 31, 2025, provided that such variation in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

The remuneration payable to Ms. Anuradha Prasad Shukla, Chairperson and Managing Director, with effect from April 1, 2023 is as under:

- i. Consolidated salary, perquisites and allowances: Rs 160 Lacs (Rupees One Hundred Sixty Lacs) per annum.

Perquisites include:

- (i) Reimbursement of leave travel expenses for self, subject to ceiling of one month's basic salary per annum.
- (ii) Reimbursement of medical expenses for self and family, subject to ceiling of one month's basic salary per annum.

- (iii) Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 20,000/- (Rupees twenty thousand only).

In addition to the above, she shall be entitled to receive the following: -

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.
- Gratuity payable should not exceed half a month's salary for each completed year of service.
- Free landline telephone facility at residence along with free mobile phone facility. Long distance personal calls to be recovered by the Company.

For the purpose of perquisite stated above, "Family" means the spouse, the dependent children and dependent parents.

Ms. Anuradha Prasad Shukla is associated with B.A.G. Films and Media Limited as a promoter of the Company since 1993. She is devoting her full time and energy for the growth of the company. Under her supervision, the Company has achieved new heights with better performance year after year. It is therefore desired to retain her valuable guidance. Thus, the Board of Directors, subject to the approval of Shareholders, based on recommendation of Nomination and Remuneration Committee, has approved the terms and conditions of remuneration as specified in the agreement entered into

between the Company and Ms. Anuradha Prasad Shukla for remaining period with effect from April 1, 2023 to March 31, 2025.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as specified in Schedule V to the Act as amended from time to time.

All other terms and conditions, except remuneration as stated above, relating to the appointment of Ms. Anuradha Prasad Shukla, Chairperson and Managing Director as approved by the Members of the Company in the 26th Annual General Meeting held on September 25, 2019 shall remain unchanged. Ms. Anuradha Prasad Shukla so long as she functions as Chairperson and Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

Considering Ms. Anuradha Prasad Shukla's experience in various fields, and the trend in the Films and Media industry, the terms of her remuneration are considered to be fair, justified and reasonable and are recommended for your approval.

Additional Information:

Statement containing the information as required under section-II, Part-II of Schedule V of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) the relevant details in relation to the resolutions at Item No. 6 are as under:

I. GENERAL INFORMATION

1.	Nature of Industry	The Company is engaged in the business of Motion Picture, Video and Television Programs Production Activities.			
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1993.			
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given Indicators	(Rs. In Lakhs)			
		Particulars	Year 2021-22	Year 2020-21	Year 2019-20
		Paid Up Capital	3,956.66	3,956.66	3,956.66
		Reserve and Surplus	22,327.47	22,306.60	22,701.38
		Total Revenue from Operation	3,468.57	3,003.42	3,331.72
		Total Expenses	3,405.51	3,392.90	3,282.11
		Profit before Tax	49.46	(376.91)	53.42
		Tax Expenses including Deferred Tax	28.60	17.87	11.53
		Profit After Tax	20.86	(394.78)	41.89

5.	Foreign investments or collaborators, if Any	There is no foreign collaboration in your company. Total Shareholding of person resident outside India, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March, 2022 was approximately 0.69%.
----	--	---

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background details	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company aged 59 years possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Some of the programs associated with Ms. Anuradha Prasad Shukla are AAJ KI BAAT (a talk show aired on DD Metro), ROZANA (news magazine on DD News Channel), ZAIKE KA SAFAR and RU-BA-RU (on Zee TV), Hindi film songs based game show HAI NA BOLO BOLO and CHALTI KA NAAM ANTAKSHRI (on Star Plus), KUMKUM - PYARA SA BANDHAN (on Star Plus), KHABEREIN BOLLYWOOD KI (a film based infotainment show on DD METRO), HAQEEQAT (series on human rights violation aired on Sahara TV) etc.</p> <p>In a journey spanning more than three decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian media industry.</p>
2.	Recognition or awards	<p>For her immense contribution to Indian Media, Ms. Anuradha has won accolades and awards over the years. She was holding a position as the President of Association of Radio operators for India (AROI). She was a member of CII and FICCI Entertainment Committee. She was on the board of Uttaranchal Film Development Council, and is an executive member of Film Producers Guild of India.</p> <p>She has also been awarded with prestigious award "Pt. Haridutt Sharma Award" in the field of Journalism, Writing and Social Services from the Vice President of India His Excellency Shri M. Hamid Ansari.</p>
3.	Past Remuneration	<p>Ms. Anuradha Prasad Shukla was paid Rs. 128 lakhs as annual remuneration for the financial year 2021-22, whereas the shareholders had approved by resolution for payment of remuneration up to Rs. 160 lakhs per annum.</p>
4.	Job profile and her suitability	<p>Ms. Anuradha Prasad Shukla is one of the promoters of the Company. She is the Chairperson and Managing Director of the Company.</p> <p>In recognition of her contribution as well as to derive benefit from her knowledge, skills and varied experience, Ms. Anuradha Prasad Shukla was re-appointed as Chairperson and Managing Director of the Company with effect from April 1, 2020 for a period of 5 years.</p>

		<p>Ms. Shukla devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.</p> <p>She is having sound experience of Corporate management and possesses all the required competencies and is ideally suited for the job.</p> <p>She has contributed immensely to the growth of the business of the Company. The Board believes that her guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p>
5.	Remuneration proposed	Details of proposed remuneration are stated in the explanatory statement at item no.6 above in the Notice.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Ms. Anuradha Prasad Shukla, was determined by the Nomination and Remuneration Committee after perusal of remuneration of managerial person in media industry and other companies comparable with the size of the Company, industry benchmarks in general and profile and responsibilities of Ms. Anuradha Prasad Shukla. The remuneration proposed by the Nomination and Remuneration Committee was approved by the Board of Directors at its meeting held on 26 th day of July, 2022.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration proposed herein, Ms. Anuradha Prasad Shukla does not have any material pecuniary relationship with the company except that she also holds 2,30,49,190 equity shares of the Company.</p> <p>She is not related to any Director or Key Managerial Personnel of the Company.</p>

III. OTHER INFORMATION

1.	Reasons of loss or inadequate profits	The Company has made profit of Rs. 20.86 Lakhs in financial year 2021-22. The performance for the year under review was adversely affected due to the Covid-19 pandemic all over the world. It has hit the Media Industries.
2.	Steps taken or proposed to be taken for improvement	<p>The Company is looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company.</p> <p>Under the leadership of Ms. Anuradha Prasad Shukla, the Company is continuously evaluating its business lines and is now focusing in building its strong position in the profitable businesses like the content production services and will pursue further synergistic opportunities in related areas.</p>
3.	Expected increase productivity and profits measurable terms	The Company is very conscious about development in content production in digital media and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. DISCLOSURES

1.	The information, as required, is provided under Corporate Governance Section of the Annual Report 2021-22. The remuneration package proposed to be given to Ms. Anuradha Prasad Shukla is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.
----	---

V. PARAMETER FOR CONSIDERATION OF REMUNERATION

1.	The financial and operating performance of the company during the three preceding financial years	The detailed Balance Sheet, Profit & Loss account and other Financial Statement formed part of the Annual Reports for the respective financial years which are available on the website of the Company at www.bagnetnetwork24.in .
2.	The relationship between remuneration and performance	Ms. Anuradha Prasad Shukla is highly experienced and controls the affairs of the Company in sync with the Board of Directors of the Company. She has successfully and in a sustained way contributed significantly towards growth and performance of the Company. She has extensive experience in the media industry. She is actively involved in international markets, business strategy and business development functions of the Company.
3.	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a single Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company.
4.	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	Your company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. All employees of the company including Managing Director are governed by the Company's Performance Management System, in addition to Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time. No other member of the Board receives any remuneration, other than sitting fee.
5	The securities held by the director, including options and details of the shares pledged, if any, as at the end of the March 31, 2022.	Ms. Anuradha Prasad Shukla holds 2,30,49,190 unencumbered equity shares of Rs. 2 /-each as on March 31, 2022.

Ms. Anuradha Prasad Shukla, Chairperson and Managing Director and their relatives, are interested in the resolution set out at Item No. 6 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The agreement for remuneration with Ms. Anuradha Prasad Shukla will be available for inspection on all working days during the business hours at the Registered Office of the Company up to the date of Annual General Meeting.

The Board recommends the Special Resolution as set out at Item No. 6 of the accompanying Notice for the approval by the Members.

ITEM NO.7

The Securities and Exchange Board of India ('SEBI'), vide its notification dated 9th November, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ('Amendments') introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations').

The aforesaid Amendments inter-alia included replacing of threshold i.e. 10% (ten per cent) of the listed entity's consolidated turnover, for determination of Material Related Party Transactions requiring Shareholders' prior approval with the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, with effect from 1st April, 2022.

Under the SEBI Listing Regulations, in addition to the approval and reporting for transactions by the Company with its own Related Party(ies), the scope now extends to transactions by the Company with Related Party(ies) of any subsidiary(ies) of the

Company or transactions by a subsidiary(ies) of the Company with its own Related Party(ies) or Related Party(ies) of the Company or Related Party(ies) of any subsidiary(ies) of the Company.

As per Regulation 23(4) of the SEBI Listing Regulations, all Material Related Party Transactions shall require prior approval of the shareholders, even if the transactions are in the ordinary course of business and at an arm's length basis. Given the nature of Company's presence in multiple businesses, the Company works closely with its subsidiaries and associates to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on arm's length basis.

Amongst the transactions that the Company enters into with its Related Parties, the estimated value of the contract(s)/ arrangement(s)/ agreements(s)/ transaction(s) of the Company with the Related Parties mentioned below and also the 'Related Party Transactions' under Regulation 2(1) (zc) of the SEBI Listing Regulations pertaining to a subsidiary of the Company, may exceed the revised threshold of Material Related Party Transactions within the meaning of amended Regulation 23(1) of the SEBI Listing Regulations w.e.f. 1st April, 2022 i.e. Rs. 1,000 crores (Rupees one thousand crores) being the lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

As per the SEBI Listing Regulations, prior approval of the Members is required to be sought for all such arrangements / transactions to be undertaken (whether individual transactions or transactions taken together or series of transactions or otherwise) with its subsidiaries, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise in line with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022. The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188 (1) of the Companies Act, 2013 and rules thereunder.

The maximum annual value of the proposed transactions with the related parties is estimated based on Company's current transactions with them and future business projections.

SEBI, vide its Circular dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond this date and if it becomes material as per the materiality threshold provided above, requires approval of the shareholders in the first General Meeting to be held after 1st April, 2022.

Considering the quantum of transactions, reduced thresholds of materiality and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021:

I. For Item No.7

Details of the Material Related Party Transactions entered / to be entered between the Company and its Related Parties

Sr. No.	Name of Related Party	Nature of relationship with the Company, including nature of its concern or interest (financial or otherwise)	Monetary Value per Related Party
1	News24 Broadcast India Limited	Subsidiary	Upto a value of Rs. 50 crore per annum.
	E24 Glamour Limited	Subsidiary	Upto a value of Rs. 25 crore per annum.
	Skyline Radio Network Limited	Subsidiary	
2	Type, Nature, material terms and particulars of the contract or arrangements		
	2.(a) News24 Broadcast India Limited	2 (b) E24 Glamour Limited	
	a) Availing services primarily related to broadcasting, television programming, distributions, placements, marketing, stores and line feed, and other services;	a) Availing services primarily related to broadcasting, television Programming, distributions, placements, marketing, stores and line feed, and other services;	

<ul style="list-style-type: none"> b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; c) Transactions pertaining to goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, spares, accessories and other related components/parts; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; g) Receipt/payment of royalty towards usage of Trade Mark/trade name; h) Any transfer of resources, services or obligations to meet its objectives/requirements. 	<ul style="list-style-type: none"> b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; c) Transactions pertaining to goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, spares, accessories and other related components/parts; d) Purchase/ sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; g) Receipt/payment of royalty towards usage of Trade Mark/trade name; h) Any transfer of resources, services or obligations to meet its objectives/requirements.
<p>2 (c) Skyline Radio Network Limited</p>	
<ul style="list-style-type: none"> a) Availing services primarily related to broadcasting, radio programming, marketing, stores and line feed, pre-outbound, and other services; b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; c) Transactions pertaining to goods and material including passenger / commercial vehicles, electric vehicles, electric kits, assemblies, components, spares, accessories and other related components/parts; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; 	<p>The proposed transactions mentioned in point 2a to 2c above, would be purely operational / integral part of the operations of the Company and in ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates.</p>

	g) Receipt of royalty towards usage of Trade Mark/trade name; h) Any transfer of resources, services or obligations to meet its objectives/requirements	
3.	Any advance paid or received for the contract or arrangement, if any Based on the nature of transaction, advance for part or full amount of the transaction / arrangement could be paid / received in the ordinary course of business.	
4	Tenure Existing (as on 1st April, 2022) and new Contracts / arrangements / agreements / transactions for a period of 5 years i.e. up to 31st March, 2027.	
5.	Justification for why the proposed transaction is in the interest of the Company The Board considers that the proposed related party transaction are necessary for the growth and continuity of business operations of the company. Subsidiaries of the Company are premised in the land and building owned by the Company. Also the Company owns large base of capital assets and other media equipment's, which are shared across subsidiaries to achieve operational efficiencies, cost optimisation and business synergies. Financial assistance would drive growth in subsidiary's business and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner.	
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	Particulars	Disclosures
	i) details of the source of funds in connection with the proposed transaction;	The financial assistance / investment would be from own funds /internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance / making investment.
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure	Not applicable, since the Company would not be incurring financial indebtedness specially for giving financial assistance or making investments.
	iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The financial assistance in the form of loan / inter-corporate deposit, if any provided, will be on an arm's length basis considering the following:- (i) The nature and tenor of loan/ICD, (ii) The opportunity cost for the Company from investment in alternative options, and (iii) The cost of availing funds for the Company and for the related party.
	v) The purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the related party transaction	The funds shall be used for operational activities and other business requirements of the company to whom funds are provided and/or for making investment(s) in and/or providing financial assistance to any of its subsidiaries / associates / joint ventures.

7.	Details of the Valuation or other external party report (if any)	The related party transactions will be in line with the Company's Policy on Materiality and Dealing with Related Party Transactions. These transactions are on arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.																				
8	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<table border="1"> <thead> <tr> <th>Name of Subsidiary</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>News24 Broadcast India Limited</td> <td>The transaction together approximately 41% of the annual turnover for the FY 2021-22.</td> </tr> <tr> <td>E24 Glamour Limited</td> <td>The transaction together approximately 21% of the annual turnover for the FY 2021-22.</td> </tr> <tr> <td>Skyline Radio Network Limited</td> <td>The transaction together approximately 21% of the annual turnover for the FY 2021-22.</td> </tr> </tbody> </table> <p>Note: The percentage above is based on the Company's Consolidated Turnover / Subsidiary's Standalone Turnover for the FY 2021-22 and the actual percentage shall depend upon the turnover of the Company/ Subsidiary as the case may be for the above referred respective financial years from 2022-23 to 2026-27</p>	Name of Subsidiary	Percentage	News24 Broadcast India Limited	The transaction together approximately 41% of the annual turnover for the FY 2021-22.	E24 Glamour Limited	The transaction together approximately 21% of the annual turnover for the FY 2021-22.	Skyline Radio Network Limited	The transaction together approximately 21% of the annual turnover for the FY 2021-22.												
Name of Subsidiary	Percentage																					
News24 Broadcast India Limited	The transaction together approximately 41% of the annual turnover for the FY 2021-22.																					
E24 Glamour Limited	The transaction together approximately 21% of the annual turnover for the FY 2021-22.																					
Skyline Radio Network Limited	The transaction together approximately 21% of the annual turnover for the FY 2021-22.																					
9	Transactions undertaken in previous Financial Year (FY) ended 31st March 2022 and 31st March, 2021																					
	(Amount in ₹)																					
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Company</th> <th>Nature of Transactions</th> <th>FY21</th> <th>FY22</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>News24 Broadcast India Limited</td> <td>Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.</td> <td>238,611,182</td> <td>300,321,613</td> </tr> <tr> <td>2</td> <td>E24 Glamour Limited</td> <td>Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.</td> <td>66,824,318</td> <td>78,496,662</td> </tr> <tr> <td>3</td> <td>Skyline Radio Network Limited</td> <td>Loan/Advances/Programming/Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.</td> <td>7,195,935</td> <td>7,691,223</td> </tr> </tbody> </table>	Sr. No.	Name of the Company	Nature of Transactions	FY21	FY22	1	News24 Broadcast India Limited	Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.	238,611,182	300,321,613	2	E24 Glamour Limited	Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.	66,824,318	78,496,662	3	Skyline Radio Network Limited	Loan/Advances/Programming/Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	7,195,935	7,691,223	
Sr. No.	Name of the Company	Nature of Transactions	FY21	FY22																		
1	News24 Broadcast India Limited	Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.	238,611,182	300,321,613																		
2	E24 Glamour Limited	Loan/Advances/Television Programming/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/ leasing of property of any kinds, etc.	66,824,318	78,496,662																		
3	Skyline Radio Network Limited	Loan/Advances/Programming/Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	7,195,935	7,691,223																		
10	Name of the Directors or KMP who is related, if any and Nature of Relationship	<p>Ms. Anuradha Prasad Shukla, Chairperson and Managing Director and KMP of the Company is also Director in subsidiary company.</p> <p>Mr. Sudhir Shukla, Director of the company is also Director in the subsidiary.</p> <p>Mr. Ajay Jain, Chief Financial Officer as KMP of the Company is also KMP in News24 Broadcast India Limited.</p>																				
11	Any other information that may be relevant	All relevant informations are mentioned in the explanatory statement setting out matterial facts.																				

II. For Item No. 7

Details of the Material Related Party Transactions entered / to be entered between the Company and its Related Parties

The Company has in place a robust process for approval of Material Related Party Transactions and on dealing with Related Parties.

As per the process, necessary details and certificates, if any, for each of the Related Party Transactions as applicable along with the justification are provided to the Audit Committee in terms of the Company's Policy on Materiality and Dealing with Related Party Transactions and as required under SEBI Circular dated 22nd November, 2021.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members. Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of and Dealing with Related Party Transactions, shall be placed before the Members for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations.

As per the amended SEBI Listing Regulations effective from 1st April, 2022, all the Related Party Transactions shall be approved only by those members of the audit committee, who are independent directors. All related party transactions of the Company have been approved only by those members of the Audit Committee who are Independent Directors of the Company.

The Related Party Transactions placed for Members' approval are specific in nature and have been approved by the Audit Committee and Board of Directors of the Company.

The Company will seek separate approval on an annual basis from the shareholders in future, in case any omnibus approvals are needed for Material Related Party Transactions.

The proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and are in the best interest of the Company and its Members.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolutions at Item Nos. 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Anuradha Prasad Shukla, Mr. Sudhir Shukla and Mr. Ajay Jain and their relatives are concerned or interested, financially or otherwise, in the resolution(s) set out at Item Nos. 7 of the Notice except to the extent of their shareholding.

The Board of Directors of the Company recommends the Material Related Party Transactions of the Company as set out in Item Nos. 7 of the Notice for approval of the Members by way of Ordinary Resolutions.

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : July 26, 2022

Rajeev Parashar
Company Secretary

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096
L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetnetwork.in
www.bagnetnetwork24.in

ANNEXURE

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed/re-appointed are furnished below:

I. Ms. Anuradha Prasad Shukla (DIN: 00010716)

Age	59 Years
Date of Birth	08.12.1962
Nationality	Indian
Date of Appointment	Since Incorporation
Qualification	Master Degree in Political Science from Delhi University.
Nature of Expertise	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company. She possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Her immense experience in the field of media, which includes print media, electronic media and digital media, gives her an edge over others. Her vast experience in TV production and news and current affairs, not only help the company but the entire media industries in India.</p> <p>In a journey spanning more than three decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian media industry.</p> <p>She is having sound experience of Corporate management and possesses all the required competencies and is ideally suited for the job.</p>
Membership and Chairmanship of the Committee of the Board of the Company	She is the Chairperson of the ESOP Compensation Committee.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> 1. ARVR Communications Private Limited 2. Skyline Radio Network Limited 3. E24 Glamour Limited 4. News24 Broadcast India Limited 5. Skyline Tele Media Services Limited
Chairmanships/ Memberships of Committees in other Companies	Nil
Details of Remuneration sought to be paid	As stated in Explanatory Statement of this Notice of AGM
Remuneration past drawn	Rs. 128.00 Lakhs for the FY 2021-22
No. of Board Meeting Attended	5 (Five)
Terms and Conditions of Appointment (if any)	As stated in Explanatory Statement of this Notice of AGM

Relationship with other Directors	None
No. of shares held in the Company	23,049,190 equity shares

II. Mr. Chandan Kumar Jain (DIN: 09605901)

Age	62 Years
Date of Birth	19.02.1960
Nationality	Indian
Date of Appointment	30.05.2022
Qualification	Advocate
Nature of Expertise	<p>Mr. Chandan Kumar Jain, aged 62 years, a retired IRS is a practicing lawyer in Delhi. He completed his studies from Patna University and began his professional carrier as a Probationary Officer in a Nationalised Bank in the year 1985 and thereafter worked as Grade 'A' officer in National Bank of Agriculture & Rural Development (NABARD) for few years.</p> <p>In the year 1990 Mr. Jain joined the Department of Central Excise & Customs under Central Board of Excise & Customs (CBEC) under the Ministry of Finance, Government of India. He served the Indian Revenue Department for a period of 30 years. He also served as Officer on Special Duty (OSD) to the Ministry of Communication and IT. With more than 30 years of experience in the field and specialisation in Income Tax, Direct and Indirect Tax, Company law and Communication Law, Mr. Jain is an authority in finance, revenue, taxation and legal domain.</p>
Membership and Chairmanship of the Committee of the Board of the Company	Holds Chairmanship of Audit Committee and Nomination and Remuneration Committee and membership of Securities Committee.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	Nil
Chairmanships/ Memberships of Committees in other Companies	Nil
Details of Remuneration sought to be paid	Nil
Remuneration past drawn	N.A.
No. of Board Meeting Attended	Nil
Terms and Conditions of Appointment(if any)	As per the special resolution set forth at Item No. 4 of this Notice.
Relationship with other Directors	None
No. of shares held in the Company	Nil

III. Mr. Sanjeev Kumar Dubey (DIN: 03533543)

Age	62 Years
Date of Birth	01.01.1960
Nationality	Indian
Date of Appointment	30.05.2022
Qualification	Advocate
Nature of Expertise	<p>Mr. Sanjeev Kumar Dubey, aged 62 years, is an acclaimed Senior Advocate of the Hon'ble High Court of Delhi and is an active legal practitioner, arguing council Court of Law. Mr. Sanjeev completed his Master's degree in Organic Chemistry from Kanpur University and LL.B. degree from University of Delhi.</p> <p>Mr. Sanjeev Kumar Dubey enrolled as an Advocate with Delhi Bar Council in the year of 1987 and started practicing in various branches of Law in Delhi Courts, particularly Supreme Court and High Courts.</p> <p>Mr. Dubey, as a lawyer, represented central government organizations, Public Sector Undertakings before various High Courts and the Supreme Court of India. With more than 35 years of experience in his field, he has specialisation in Constitutional law, Company law, Insolvency & Bankruptcy Code, Communication Law, Family Law, Arbitration Law, Mines Law, Criminal Law and allied laws.</p>
Membership and Chairmanship of the Committee of the Board of the Company	Nil
Directorships held in other companies (excluding foreign Companies and section 8 companies)	Nil
Chairmanships/ Memberships of Committees in other Companies	Nil
Details of Remuneration sought to be paid	Nil
Remuneration past drawn	N.A.
No. of Board Meeting Attended	Nil
Terms and Conditions of Appointment(if any)	As per the ordinary resolution set forth at Item No. 5 of this Notice.
Relationship with other Directors	None
No. of shares held in the Company	Nil