

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

"CIN: L74899DL1993PLC051841"

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BAG/stx/letters/2020-21/AM/1043
September 30, 2020

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: Proceedings of the 27th Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed herewith summary of the Proceedings of the 27th Annual General Meeting (AGM) of the Company held on Tuesday, September 29, 2020 at 3:30 p.m. IST through Video Conferencing / Other Audio Visual Means in accordance with the provisions of the Companies Act, 2013 (as amended) and rules made thereunder, SEBI Listing Regulations, Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

This is for your information and record please.

Thanking You

Yours sincerely

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

(Rajeev Parashar)
Company Secretary &
Compliance Officer

Encl: a/a



SUMMARY OF PROCEEDINGS OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.A.G. FILMS AND MEDIA LIMITED

The 27th Annual General Meeting (AGM) of the Members of B.A.G. Films and Media Limited ('the Company') was held on Tuesday, September 29, 2020 at 3:30 p.m. (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with the provisions of the Companies Act, 2013 (as amended) and rules made thereunder ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular Number 20/2020 dated May 5, 2020 read with General Circular Numbers 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as the "MCA Circulars") and Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI). The meeting commenced at 3:30 p.m. (IST).

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

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

All Directors were present through Video Conferencing from various locations. The representative of Statutory Auditors and Secretarial Auditors were also present through Video Conferencing.

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

Ms. Anuradha Prasad Shukla	Chairperson and Managing Director
Mr. Pankaj Chaturvedi	Independent Director and Chairman of the Audit Committee and Nomination and Remuneration Committee
Mr. Sudhir Shukla	Non-Executive Director and Chairman of the Stakeholders Relationship Committee
Ms. Urmila Gupta	Independent Director
Mr. Arshit Anand	Independent Director
Mr. Anil Kapoor	Non-Executive Director

The Statutory Auditors and Secretarial Auditor were present and introduced themselves.

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

Ms. Anuradha Prasad Shukla, Chairperson and Managing Director of the Company welcomed all the Members, Directors, Auditors and other Officers at the 27th AGM of the Company.

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

The Chairperson commenced her speech and summarized the business operations and financial performance of the Company. Additionally, she spoke briefly about the different segments of business, preparedness of the Company for the future opportunities and shed light on the measures taken in light of the present COVID-19 conditions.

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

With the consent of the Members, the Notice convening the 27th AGM of the Company as circulated to the Members was taken as read.

The following items of business as set out in the Notice of 27th AGM were transacted at the AGM:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 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.

Special Business:

3. Appointment of Mr. Arshit Anand as an Independent Director of the Company.
4. Appointment of Mr. Anil Kapoor as Director of the Company.

The Company Secretary informed the Members that in compliance with the provisions of the Companies Act, 2013 read with the Rules framed there under and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the Company had provided remote e-voting facility before the AGM through the services of National Securities Depository Limited (NSDL), which commenced on Friday, September 25, 2020 at 09:00 a.m. IST and ended on Monday, September 28, 2020 at 05:00 p.m. IST. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Tuesday, September 22, 2020 had cast their votes electronically.

Further, Members who were present in the AGM through VC/OAVM facility and had not cast their vote through Remote E- voting were provided an opportunity to cast their vote electronically during the AGM through the National Securities Depositories Limited (NSDL)

platform on all the 4 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

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

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

The Shareholders were informed that the voting Results would be declared after considering the Remote E-voting and e-voting done by Shareholders present at the AGM.

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

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

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

The AGM concluded at 4:11 p.m.(IST) (including the time allowed for e-voting at the AGM).

This is for your kind information and record.

Thanking You

Yours sincerely

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

(Rajeev Parashar)
Company Secretary &
Compliance Officer