

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/2019-20/AM/949
September 27, 2019

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
Fax: 91-22-26598237/38

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.
Fax: 91-22-2272 3121

NSE-SYMBOL: BAGFILMS BSE-Scrip Code: 532507

Sub: Voting Results of 26th Annual General Meeting of the Company

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

Dear Sir/Madam


Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results alongwith Scrutinizer's Report with respect to the Resolutions passed in the 26th Annual General Meeting of the Members of the Company held on Wednesday, September 25, 2019 at 3:30 p.m. at MPCU Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

This is for your information and record please.

Thanking You

Yours sincerely

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


(Rajeev Parashar)
Company Secretary &
Compliance Officer



Encl: a/a

CC: National Securities Depository Limited-For information and updation
Trade World, Awing, 4th & 5th Floor,
Kamla Mills, Compound Lower Parel,
Mumbai-400013



Date of AGM	25-Sep-19
Total Number of Shareholders as on Record Date:	53301
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	6 (in person)
Public:	17753 (in person)
No. of Shareholders attended the meeting through Vedio Conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No.1 :(Ordinary Resolution)	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No							
Promoter and Promoter Group	Remote E-Voting	87502658	87502658	100.0000	87502658	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		87502658	87502658	100.0000	87502658	0	100.0000
Public - Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public-Non Institutions	Remote E-Voting	110415432	2580032	2.3367	2578985	1047	99.9594	0.0406
	E-Voting at AGM		39232	0.0355	39232	0	100.0000	0.0000
	Total		110415432	2619264	2.3722	2618217	1047	99.9600
Total		197918090	90121922	45.5350	90120875	1047	99.9988	0.0012
Resolution No.2 :(Ordinary Resolution)	To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	Yes							
Promoter and Promoter Group	Remote E-Voting	87502658	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000

B.A.G. Films and Media Limited

for and on behalf of
Company Secretary

	Total	87502658	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0.00	0.00	0.0000	0.0000
Public-Non Institutions	Remote E-Voting	110415432	2580032	2.3367	2566520	13512	99.4763	0.5237
	E-Voting at AGM		39232	0.0355	39232	0	100.0000	0.0000
	Total	110415432	2619264	2.3722	2605752	13512	99.4841	0.5159
Total		197918090	2619264	1.3234	2605752	13512	99.4841	0.5159
Resolution No.3 :(Special Resolution)	Re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	Yes							
Promoter and Promoter Group	Remote E-Voting	87502658	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	87502658	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-Voting	110415432	2579832	2.3365	2576427	3405	99.8680	0.1320
	E-Voting at AGM		39232	0.0355	39232	0	100.0000	0.0000
	Total	110415432	2619064	2.3720	2615659	3405	99.8700	0.1300
Total		197918090	2619064	1.3233	2615659	3405	99.8700	0.1300
Resolution No.4 :(Special Resolution)	To approve transactions under section 185 of the Companies Act, 2013							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	No							
Promoter and Promoter Group	Remote E-Voting	87502658	87502658	100.0000	87502658	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	87502658	87502658	100.0000	87502658	0	100.0000	0.0000
Public - Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-Voting	110415432	2580032	2.3367	2577697	2335	99.9095	0.0905
	E-Voting at AGM		39232	0.0355	39232	0	100.0000	0.0000
	Total	110415432	2619264	2.3722	2616929	2335	99.9109	0.0891
Total		197918090	90121922	45.5350	90119587	2335	99.9974	0.0026
Resolution No.5 :(Special Resolution)	To approve related party transactions under section 188 of the Companies Act, 2013							
Whether Promoter/Promoter Group are interested in the Agenda/Resolution	Yes							
Promoter and Promoter Group	Remote E-Voting	87502658	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	87502658	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	Remote E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	Remote E-Voting	110415432	2499982	2.2642	2497647	2335	99.9066	0.0934
	E-Voting at AGM		32732	0.0296	32732	0.00	100.0000	0.0000
	Total	110415432	2532714	2.2938	2530379	2335	99.9078	0.0922
Total		197918090	2532714	1.2797	2530379	2335	99.9078	0.0922

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



Balika Sharma And Associates
Company Secretaries

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E-mail Id: balikasharma@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairperson
B.A.G. Films and Media Limited
CIN: L74899DL1993PLC051841
352, Aggarwal Plaza, Plot No.8, Kondli,
New Delhi - 110 096

Dear Madam,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting (Tablet Based Electronic Voting) at the AGM

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of B.A.G. Films and Media Limited (the Company) for the purpose of scrutinizing the voting process i.e. remote-e-voting and tablet based electronic voting (e-voting) at the 26th Annual General Meeting (AGM) under the provision of Section 108 of the Companies Act, 2013 read with the Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions mentioned in the Notice of AGM dated August 07th, 2019 for 26th Annual General Meeting of the Company held on Wednesday, September 25, 2019 at 3:30 p.m. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 18th September, 2019, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in Item Nos. 1 to 5 in the Notice of the 26th Annual General Meeting of the Company.
3. The remote e-voting period commenced on Saturday, 21st September, 2019 at 9:00 a.m. (IST) and ended on Tuesday, 24th September, 2019 at 5:00 p.m. (IST) via e-voting platform on the designated website of National Securities Depositories Limited (NSDL), viz. , <https://www.evoting.nsdl.com> , authorised agency to provide e-voting facility.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the General Meeting as e-voting had been offered to the Shareholders.

GST No. : 07AMAPS 9564 K1ZE

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





Balika Sharma And Associates
Company Secretaries

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Therefore, the Chairperson ordered the poll by means of Tablet Based Electronic Voting System facilitated by National Securities Depositories Limited (NSDL) at the 26th Annual General Meeting of the Company as per Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended.

5. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 read with the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 26th Annual General Meeting of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report on the votes casted "For" or "Against" the resolutions as stated in the Notice of the 26th Annual General Meeting.
6. After completion of e-voting at the AGM, the votes cast through Tablet Based Electronic Voting were unlocked first and thereafter, the votes casted through remote e-voting were unlocked in the presence of two witnesses Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector - 13, Rohini, New Delhi-110085) and Ms. Pushpa Joshi (House No.22, 2nd Floor, Pocket B/5, Sector-17, Rohini, Delhi-110085), who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

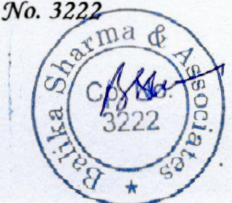
1. Name: Nikita Gupta

2. Name: Pushpa Joshi

7. After completion of e-voting at the AGM votes casted by the Shareholders were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
8. I hereby now submit the Consolidated Report on the Result of the e-voting through Tablet Based Electronic Voting at the AGM and remote e-voting are as under in respect of the said Resolutions:

RESOLUTION NO. 1: To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon:

Particulars	ORDINARY RESOLUTION				Percentage
	Number of Valid Votes				
	E-Votes at AGM	Remote Votes	E- Total		
Assent	39232	90081643	90120875	99.9988	





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Dissent	0	1047	1047	0.0012
Total	39232	90082690	90121922	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-A.**

RESOLUTION 2: To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment:

ORDINARY RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	39232		2566520	2605752	99.4841
Dissent	0		13512	13512	0.5159
Total	39232		2580032	2619264	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-B.**

RESOLUTION 3: Re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company:

SPECIAL RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	39232		2576427	2615659	99.8700
Dissent	0		3405	3405	0.1300
Total	39232		2579832	2619064	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-C.**





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RESOLUTION 4: To approve transactions under Section 185 of the Companies Act, 2013:

Particulars	SPECIAL RESOLUTION				Percentage
	Number of Valid Votes				
	E-Votes AGM	at	Remote Votes	E- Total	
Assent	39232		90080355	90119587	99.9974
Dissent	0		2335	2335	0.0026
Total	39232		90082690	90121922	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-D.**

RESOLUTION 5: To approve Related Party Transactions under Section 188 of the Companies Act, 2013:

Particulars	SPECIAL RESOLUTION				Percentage
	Number of Valid Votes				
	E-Votes AGM	at	Remote Votes	E- Total	
Assent	32732		2497647	2530379	99.9078
Dissent	0		2335	2335	0.0922
Total	32732		2499982	2532714	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-E.**

9. The Registers and other relevant records relating to remote e-voting and e-voting at AGM shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.





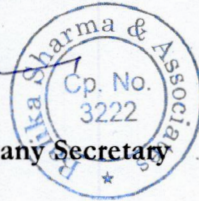
Balika Sharma And Associates
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10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 26th Annual General Meeting of the Company to announce the result of the meeting.

Thanking you,
Yours faithfully
For Balika Sharma & Associates

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



Place: New Delhi
Date: 27.09.2019



Balika Sharma And Associates
Company Secretaries

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Annexure-A

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

A1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	19	39232	78,464
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	19	39232	78,464
d)	Total no. of votes with assent for the Resolution	19	39232	78,464
e)	Total no. of votes with dissent for the Resolution	0	0	0

A2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	51	90082690	18,01,65,380
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	51	90082690	18,01,65,380
d)	Total no. of votes with assent for the Resolution	47	90081643	18,01,63,286
e)	Total no. of votes with dissent for the Resolution	4	1047	2,094





Balika Sharma And Associates Company Secretaries

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Annexure B

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 2 are as under:

B1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares (in Rs.)	
a)	Total Votes received	19	39232	78,464
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	19	39232	78,464
d)	Total no. of votes with assent for the Resolution	19	39232	78,464
e)	Total no. of votes with dissent for the Resolution	0	0	0

B2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares (in Rs.)	
a)	Total Votes received	43	2580032	51,60,064
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	43	2580032	51,60,064
d)	Total no. of votes with assent for the Resolution	34	2566520	51,33,040
e)	Total no. of votes with dissent for the Resolution	9	13512	27,024





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Annexure C

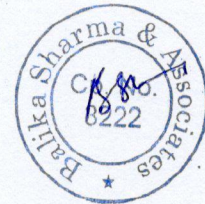
Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

C1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	19	39232	78,464
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	19	39232	78,464
d)	Total no. of votes with assent for the Resolution	19	39232	78,464
e)	Total no. of votes with dissent for the Resolution	0	0	0

C2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	42	2579832	51,59,664
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	42	2579832	51,59,664
d)	Total no. of votes with assent for the Resolution	34	2576427	51,52,854
e)	Total no. of votes with dissent for the Resolution	8	3405	6,810





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Annexure D

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

D1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	19	39232	78,464
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	19	39232	78,464
d)	Total no. of votes with assent for the Resolution	19	39232	78,464
e)	Total no. of votes with dissent for the Resolution	0	0	0

D2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	51	90082690	18,01,65,380
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	51	90082690	18,01,65,380
d)	Total no. of votes with assent for the Resolution	44	90080355	18,01,60,710
e)	Total no. of votes with dissent for the Resolution	7	2335	4,670





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Annexure E

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

E1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
f)	Total Votes received	18	32732	65,464
g)	Less: Invalid no. of votes casted	0	0	0
h)	Valid no. of votes casted (Net)	18	32732	65,464
i)	Total no. of votes with assent for the Resolution	18	32732	65,464
j)	Total no. of votes with dissent for the Resolution	0	0	0

E2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
f)	Total Votes received	40	2499982	49,99,964
g)	Less: Invalid no. of votes casted	0	0	0
h)	Valid no. of votes casted (Net)	40	2499982	49,99,964
i)	Total no. of votes with assent for the Resolution	33	2497647	49,95,294
j)	Total no. of votes with dissent for the Resolution	7	2335	4,670

