

PROCEEDINGS OF THE 20TH ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED HELD ON THURSDAY, SEPTEMBER 26, 2013 AT 3.30 P.M. AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, DELHI-110054.

The Chairperson, Directors, Auditor and Company Secretary took their seats. The Chairperson, Ms. Anuradha Prasad took the chair and welcomed the shareholders to the 20th Annual General Meeting of the Company.

She discussed the performance of the Company during the Financial Year 2012-13 and briefed the shareholders about all the business segments of BAG Network. Then she requested the Company Secretary to read the Auditor's Report and proceed with the business of the Meeting.

The following business items as per the agenda were put for the shareholders approval:

ORDINARY BUSINESS

ITEM NO.1 Adoption of Audited Balance Sheet and Statement of Profit and Loss

The Company Secretary read the first agenda item for adoption of Audited Balance Sheet as at March 31, 2013 and Statement of Profit & Loss for the Financial Year ended on the same date. The item was passed unanimously by show of hands.

ITEM NO.2: Appointment of Director Retiring by rotation

The Company Secretary read the second agenda item regarding re-appointment of Mr. Prem Behl as director who retired by rotation and had offered himself for re-appointment. The item was passed unanimously by show of hands.

ITEM NO.3: Appointment of Statutory Auditors

The Company Secretary read the third agenda item regarding appointment of M/s Joy Mukherjee & Associates as the Statutory Auditor of the Company as per the draft resolution contained in the notice of the Annual General Meeting. The item was passed unanimously by show of hands.

SPECIAL BUSINESS

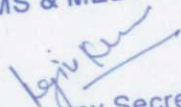
ITEM NO.4: Appointment of Mr. Sudhir Shukla as Director

The Company Secretary read the fourth agenda item regarding appointment of Mr. Sudhir Shukla as Director under section 257 of the Companies Act, 1956 as per the draft resolution contained in the notice of the Annual General Meeting. The item was passed unanimously by show of hands.

The Chairperson thanked the shareholders for their continued support and trust.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

For B.A.G. FILMS & MEDIA LTD.


Company Secretary