



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairperson,  
21<sup>st</sup> Annual General Meeting of  
B.A.G. Films and Media Limited

Ref. Annual General Meeting of the Equity Shareholders of B.A.G. Films and Media Limited Held on June 25, 2014 at FICCI Auditorium, Tansen Marg, Mandi House, New Delhi-110001

Dear Madam,

We, **Upendar Kumar Sharma & Associates** appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the Annual General Meeting of the Equity Shareholders of **B.A.G. Films and Media Limited**, held on June 25, 2014 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



**Resolution No. 1: Adoption of Financial Statement for the year ended March 31, 2014**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	6429	100

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No 2: Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who retires by rotation**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6237	100

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



proxy)		
Nil	Nil	Nil

**Resolution No 3: Re-appointment of M/s Joy Mukherjee & Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	6227	100

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No 4: Appointment of Ms. Urmila Gupta (DIN 00637110) as an Independent Director of the Company**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6237	100

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No 5. Increase in the Authorised Share Capital of the Company**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	6227	100

II. Voted against the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No 6: Issue of warrants with an option to convert into equity shares on Preferential Basis**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	6227	100

II. Voted against the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast



(in person or by proxy)		
Nil	Nil	Nil

III. Invalid Votes

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

**For Upendar Kumar Sharma & Associates,**

*Upendar Kumar Sharma*

**(Upendar Kumar Sharma)**

**Company Secretaries**

(Membership No. ACS 24500)

(CP No. 10001)

Place: New Delhi

Date: June 25, 2014

In the presence of:

1. Mr. Pankaj Kumar  
Address  
B-10, Udayagiri-2  
Flat No: 90-A  
Sector 34  
Noida, UP -201301

*Pankaj Kumar*

2. Mr. Ajeet Kumar Azad  
Address  
Dayanand Colony  
Sector -4  
Gurgaon, Haryana-122001

*Ajeet K. Azad*



Date: June 23, 2014

**Report of Scrutinizer(s) for e-voting**

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]*

To  
The Chairperson,

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of B.A.G. Films and Media Limited to be held on Wednesday, June 25, 2014 at 4.00 P.M. at FICCI Auditorium, Tansen Marg, Mandi House, New Delhi-110001

Dear Madam,

The Board of Directors of the Company at its Meeting held on May 26, 2014 has appointed me as scrutinizer for the purpose of electronic voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies ( Management and Administration) Rules, 2014 on the below mentioned resolutions at the 21<sup>st</sup> Annual General Meeting of the Members of the Company scheduled to be held on June 25, 2014.

We submit our report as under:

1. The e-voting period remained open from Wednesday, June 18, 2014 (9:00 am) to Friday, June 20, 2014 (6:00 pm)
2. The voting rights of shareholders was determined in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, May 23, 2014 with respect to the proposed resolutions (Item no. 1 to 6 as set out in the Notice of the AGM dated 26th May, 2014).



3. I have unlocked the votes casted through electronic mode in the presence of two witnesses and reviewed the votes casted through electronic mode. Based the above, we are submitting here-in-below the report on the result of the voting by electronic mode in respect of items stated in the notice of Annual General Meeting dated May 26, 2014 sent to the members of the Company. The details containing inter alia, list of Equity Shareholders, who voted "For" and "Against were downloaded from the e-voting website of CDSL at (<https://www.evotingindia.com>).

4. The result of the E-voting is as under:

**Resolution No. 1: Adoption of Financial Statement for the year ended March 31, 2014**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
17	61748525	100

(ii) Voted against the resolution

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
Nil	Nil	Nil

(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Resolution No 2: Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who retires by rotation**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
14	23525057	100

(ii) Voted against the resolution

Number of members cast	Number of shares for	% of total number of



their vote through electronic Mode	votes cast by them	valid votes
Nil	Nil	Nil

(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Resolution No 3: Re-appointment of M/s Joy Mukherjee & Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
17	61748525	100

(ii) Voted against the resolution

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
Nil	Nil	Nil

(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Resolution No 4: Appointment of Ms. Urmila Gupta (DIN 00637110) as an Independent Director of the Company**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
17	61748525	100

(ii) Voted against the resolution

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
Nil	Nil	Nil





(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Resolution No 5. Increase in the Authorised Share Capital of the Company**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
17	61748525	100

(ii) Voted against the resolution

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
Nil	Nil	Nil

(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil

**Resolution No 6: Issue of warrants with an option to convert into equity shares on Preferential Basis**

(i) Voted in favour of the resolution:

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
11	1925794	99.9997

(ii) Voted against the resolution

Number of members cast their vote through electronic Mode	Number of shares for votes cast by them	% of total number of valid votes
1	5	0.0003

(iii) Invalid votes

Number of members whose votes were declared invalid	Total Number of votes cast by them
Nil	Nil



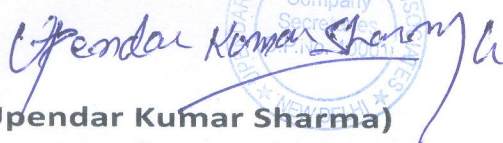
The Register, all other papers and all other relevant records relating to e-voting shall remain in our safe custody until the Chairperson considers, approves and signs the minutes and shall be handed over to the Company Secretary, authorized by the Board for safe keeping.

You may accordingly declare the result of the votes casted through electronic voting mode

Thanking you,

Yours faithfully,

**For Upendar Kumar Sharma & Associates,**



**(Upendar Kumar Sharma)**

**Company Secretaries**

(Membership No. ACS 24500)

(CP No. 10001)

Place: Noida

Date: June 23, 2014

In the presence of:

1. Mr. Pankaj Kumar

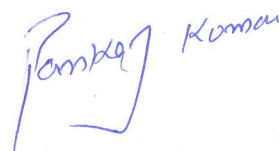
Address

B-10, Udayagiri-2

Flat No: 90-A

Sector 34

Noida, UP -201301



2. Mr. Ajeet Kumar Azad

Address

Dayanand Colony

Sector -4

Gurgaon, Haryana-122001

