

PROCEEDINGS OF THE 21ST ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED HELD ON WEDNESDAY, JUNE 25, 2014 AT 4.00 P.M. AT FICCI AUDITORIUM, TANSEN MARG, MANDI HOUSE NEW DELHI-110001.

The 21st Annual General Meeting of the Shareholders of B.A.G. Films and Media Limited ('the Company') was held on Wednesday, June 25, 2014 at 4.00 P.M. at FICCI Auditorium, Tansen Marg, Mandi House, New Delhi, 110001.

In absence of Ms. Anuradha Prasad, Chairperson cum Managing Director, pursuant to article 63 of Articles of Association of the Company, Dr. Anuradha Mishra- Non executive Independent Director of the Company chaired the meeting. The Chairperson welcomed the shareholders to the 21st Annual General Meeting of the Company.

The Meeting was attended by 4567 persons 4560 in person and 7 through proxies/representatives.

The Chairperson of the Meeting (the Chairperson), after ascertaining the quorum, called the meeting to order.

The Chairperson announced the name of scrutinizer who was appointed to conduct e-voting/poll process.

The Chairperson discussed the performance of the Company during the Financial Year 2013-14 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 Financial Statement for the year ended March 31, 2014

The Company Secretary read the first agenda item for adoption of Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that



date and the report of Board of Directors and Auditors thereon. Based on the Results of voting, the above resolution was passed with requisite majority.

ITEM NO.2: Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who Retiring by rotation

The Company Secretary read the second agenda item regarding re-appointment of Mr. Sudhir Shukla (DIN 01567595) as director who retired by rotation and had offered himself for re-appointment. Based on the Results of voting, the above resolution was passed with requisite majority.

ITEM NO.3: Re-appointment of M/s Joy Mukherjee & Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company

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. Based on the Results of voting, the above resolution was passed with requisite majority.

SPECIAL BUSINESS

ITEM NO.4: Appointment of Ms. Urmila Gupta (DIN 00637110) as an Independent Director of the Company

The Company Secretary read the fourth agenda item regarding appointment of Ms. Urmila Gupta (DIN 00637110) as an Independent Director under sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and Rules made there under as per the draft resolution contained in the notice of the Annual General Meeting. Based on the Results of voting, the above resolution was passed with requisite majority.

ITEM NO.5: Increase in the Authorized Share Capital of the Company

The Company Secretary read the fifth agenda item regarding Increase in Authorised share capital of the company from Rs. 40,00,00,000 (Rupees Forty Crore) to Rs. 55,00,00,000 (Rupees Fifty Five Crore) under sections 61 and 64 the Companies Act, 2013 and Rules made there under as per the draft resolution contained in the notice of the Annual General Meeting. Based on the Results of voting, the above resolution was passed with requisite majority.



ITEM NO.6: Issue of warrants with an option to convert into equity shares on preferential basis

The Company Secretary read the Sixth agenda item with respect to create, offer, issue and allot up to 80,000,000 warrants on preferential basis carrying an entitlement to subscribe up to 80,000,000 equity shares of Rs. 2/- each at a price of Rs. 3.40 per shares ("Conversion Price" including a Premium of Rs. 1.40/- per share) to promoters/non-promoters pursuant to sections 42 and 62 the Companies Act, 2013 and Rules made there under as per the draft resolution contained in the notice of the Annual General Meeting. Based on the Results of voting, the above resolution was passed with requisite majority.

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