

Bag/stex/letters/2015-16/AM/561  
April 09, 2015

To

The Listing 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

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

The Listing Department  
Delhi Stock Exchange  
Limited,  
DSE House, 3/1 Asaf Ali  
Road  
New Delhi-110 002.  
Fax: 011-46470053/54

**Sub: Disclosure of Shareholding Pattern under Clause 35(c) of the Listing Agreement**

Dear Sir/Madam,

Pursuant to Clause 35 (c) of the Listing Agreement, please find enclosed herewith the Shareholding Pattern of the Company after allotment of equity shares on conversion of warrants at a price of Rs. 3.40/- per share (including a premium of Rs. 1.40/- per share) to:

- (i) 42,50,000 equity shares of Rs. 2/- each, by conversion of equal number of warrants to Skyline Tele Media Services Limited, and
- (ii) 42,50,000 equity shares of Rs. 2/- each, by conversion of equal number of warrants to B.A.G. Live Entertainment Limited.

This is for your information and record please.

Thanking you,

Yours sincerely,

For B.A.G. Films and Media Limited

  
Company Secretary

Encl: a/a



(l) (a) Statement showing Shareholding Pattern of B.A.G. Films and Media Limited as on 31.03.2015 (Post Allotment)

Name of the Company: B.A.G. Films and Media Limited			
Scrip Code: 532507 Name of the Scrip: BAGFILMS Class of Security: B			
Quarter Ended: As on: 31.03.2015 (Post Allotment)			
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up Shares</b>	<b>As a % of total no. of partly-paid-up</b>	<b>As a % of total no. of shares of the Company</b>
Held by Promoter/Promoter Group	N.A.	N.A.	N.A.
Held by Public	170341	100	0.10
<b>Total</b>	<b>170341</b>	<b>100</b>	<b>0.10</b>
<b>Outstanding Convertible Securities</b>	<b>No. of Outstanding Securities</b>	<b>As a % of total no. Outstanding Convertible Securities</b>	<b>As a % of total no. of shares of the Company, assuming full Conversion of the Convertible Securities</b>
Held by Promoter/Promoter Group	-	-	-
Held by Public	-	-	-
<b>Total</b>			
<b>Warrants</b>	<b>No. of Warrants</b>	<b>As a % of Total no. of Warrants</b>	<b>As a % of total no. of shares of the Company, assuming full Conversion of Warrants</b>
Held by Promoter/Promoter Group	39500000	55.24475524	15.79
Held by Public	32000000	44.75524476	12.79
<b>Total</b>	<b>71500000</b>	<b>100</b>	<b>28.58</b>
<b>Total Paid-up Capital of the Company, assuming full Conversion of warrants and Convertible Securities</b>			<b>250,218,090</b>

B.A.G. Films and Media Ltd.

  
Company Secretary

Category	Shareholder	No. of Shares	Total No. of Shares	Number of shares held in Dematerialised Form	Total Shareholding as a percentage of total no. of shares		Shares pledged or otherwise encumbered
					As a Percentage of (A+B)	As a Percentage of (A+B+C)	
(A)	Shareholding of Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	3	21,507,790	21,507,790	12.03	12.03	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	3	46,694,868	46,694,868	26.13	26.13	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any other (specify)	-	-	-	-	-	-
	<b>Sub - Total (A) (1)</b>	<b>6</b>	<b>68,202,658</b>	<b>68,202,658</b>	<b>38.16</b>	<b>38.16</b>	-
(2)	Foreign						
(a)	Individuals (Non-Resident/ Individuals/Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any other (specify)	-	-	-	-	-	-
	<b>Sub - Total (A) (2)</b>	-	-	-	-	-	-
	<b>Total shareholding of Promoter and Promoter Group (A) = (A) (1) + (A) (2)</b>	<b>6</b>	<b>68,202,658</b>	<b>68,202,658</b>	<b>38.16</b>	<b>38.16</b>	-
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/ UTI	-	-	-	-	-	N.A.
(b)	Financial Institutions/ Banks	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-
(i)	Any other (specify):	-	-	-	-	-	-
	<b>Sub - Total (B) (1)</b>	-	-	-	-	-	-
(2)	Non-Institutions						
(a)	Bodies Corporate	611	27,795,685	27,795,683	15.55	15.55	-
(b)	Individuals -						
	Individuals holding nominal share capital upto Rs. One Lac	47,831	43,725,069	43,519,235	24.47	24.47	-
	Individuals holding nominal share capital in excess of Rs. One Lac	116	37,726,333	37,656,083	21.11	21.11	-
(c)	Qualified Foreign Investor	-	-	-	-	-	-
(d)	Any other (specify)	-	-	-	-	-	-
	<b>Sub - Total (B) (2)</b>	<b>139</b>	<b>1,169,645</b>	<b>1,169,645</b>	<b>0.65</b>	<b>0.65</b>	-
	<b>Sub - Total (B) (1) + (B) (2)</b>	<b>2</b>	<b>98,600</b>	<b>49,300</b>	<b>0.06</b>	<b>0.06</b>	-
	<b>Sub - Total (B) (2)</b>	<b>1</b>	<b>100</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>	-
	<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>48,700</b>	<b>110,515,432</b>	<b>110,190,046</b>	<b>61.84</b>	<b>61.84</b>	-
	<b>TOTAL (A) + (B)</b>	<b>48,706</b>	<b>178,718,090</b>	<b>178,392,704</b>	<b>100.00</b>	<b>100.00</b>	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-
1	Promoter & Promoter Group	-	-	-	-	-	-
2	Public shareholding	-	-	-	-	-	-
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>48,706</b>	<b>178,718,090</b>	<b>178,392,704</b>	<b>100.00</b>	<b>100.00</b>	-

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

I (b) Statement Showing Holding of Securities (including shares, warrants, convertible securities) of of Persons belonging to the category "Promoters and Promoter Group" as on 31.03.2015 (Post Allotment)

SN	Name of the Shareholder (i)	Details of Shares Held		Encumbered Shares		Details of Warrants			Details of Convertible Securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted Share Capital (XII)
		No. of Shares Held (iii)	As a % of Grand Total (A)+(B)+(C) (IV)	No. (V)	As a % of Grand Total (A)+(B)+(C) (VII)	No. of Warrants Held (VIII)	As a % total number of warrants of the same class (IX)	Number of Convertible Securities Held (X)	As a % Total Number of Convertible Securities of the Same Class (XI)		
(A) 1 (a)	Individuals/Hindu Undivided Family (ii)										
1	Anuradha Shukla	21479190	12.02	-	-	-	-	-	-	-	8.58
2	Jyoti Shukla	1900	0.00	-	-	-	-	-	-	-	0.00
3	Sudhir Shukla	26700	0.01	-	-	-	-	-	-	-	0.01
(A) 1 (c)	Bodies Corporate										
1	ARVR Communications Private Limited	38194868	21.37	-	-	-	-	-	-	-	15.26
2	Skyline Tele Media Services Limited	42500000	2.38	-	-	19750000	27.62	-	-	-	9.59
3	B.A.G. Live Entertainment Limited	42500000	2.38	-	-	19750000	27.62	-	-	-	9.59
	<b>TOTAL</b>	<b>68202658</b>	<b>38.16</b>	<b>-</b>	<b>-</b>	<b>395000000</b>	<b>55.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>43.04</b>

B.A.G. Films and Media Ltd.

*[Signature]*  
Company Secretary

(c) (i) Statement Showing Holding of Securities (Including shares, warrants, convertible securities) of Persons belonging to the category "Public" holding more than 1% of Total no. of shares as on 31.03.2015 (Post Allotment)								
SN	Name of the Shareholder	No. of Shares Held	Shares as a % of Total Number of Shares (i.e. Grand Total (A)+(B)+(C) Indicated in Statement at para (l)(a) above)	Details of Warrants		Details of Convertible Securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted Share Capital
				Number of Warrants Held	As a % total Number of Warrants of the Same Class	Number of Convertible Securities Held	As a % Total Number of Convertible Securities of the Same Class	
B 1 (f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(B) 2 (a)	Bodies Corporate							
1	High Growth Distributors Pvt Ltd	13,078,000	7.32	-	-	-	-	5.23
2	Oscar Software Private Limited	-	-	11,000,000	15.38	-	-	4.40
3	Canon Media Private Limited	-	-	10,000,000	13.99	-	-	4.00
4	Red Star Infotech Private Limited	-	-	11,000,000	15.38	-	-	4.40
(B) 2 (b)	Individuals							
1	Sameer Gehlaut	20,250,900	11.33	-	-	-	-	8.09
	<b>TOTAL</b>	<b>33,328,900</b>	<b>18.65</b>	<b>32,000,000</b>	<b>44.76</b>	<b>-</b>	<b>-</b>	<b>26.11</b>

B.A.G. Films and Media Ltd.

*Handwritten Signature*  
Company Secretary

(c) (ii) Statement Showing Holding of Securities (Including shares, warrants, convertible securities) of Persons (together with PAC) belonging to the category "Public" holding more than 5% of Total Number of Shares of the Company as on 31.03.2015 (Post Allotment)									
SN	Name(s) of the Shareholder(s) and the Person Acting in Concert (PAC) with them	No. of Shares Held	Shares as a % of Total Number of Shares (i.e. Grand Total (A)+(B)+(C) Indicated in Statement at para (i)(a) above)	Details of Warrants			Details of Convertible Securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted Share Capital
				Number of Warrants Held	As a % total Warrants of the Same Class	Number of Convertible Securities Held	As a % Total Number of Convertible Securities of the Same Class		
(B) 2 (a)	Bodies Corporate								
1	High Growth Distributors Pvt Ltd	13,078,000	7.32	-	-	-	-	-	5.23
(B) 2 (b)	Individuals								
1	Sameer Gehlaut	20,250,900	11.33	-	-	-	-	-	8.09
	<b>TOTAL</b>	<b>33,328,900</b>	<b>18.65</b>						<b>13.32</b>

B.A.G. Films and Media Ltd.

  
Company Secretary

I(d)Statement Showing details of Locked-in Shares as on 31.03.2015 (Post Allotment)

SN	Name of the Shareholder	Category of Shareholders (Promoters/ Public)	Number of Shares	Shares as a Percentage of Total Number of Shares (i.e. (A)+ (B)+ (C ) indicated in Statement as Para (I) (a) above)
1	ARVR Communications Private Limited	Promoter A 1 ( c )	5000000	2.798
2	Skyline Tele Media Services Limited	Promoter A 1 ( c )	4250000	2.378
3	B.A.G. Live Entertainment Limited	Promoter A 1 ( c )	4250000	2.378
	<b>TOTAL</b>		<b>13500000</b>	<b>7.554</b>

B.A.G. Films and Media Ltd.

  
Company Secretary


(II)(a) **Statement Showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares Underlying Outstanding DRs as a Percentage of Total Number of Shares (i.e. (A)+ (B)+ (C ) indicated in Statement as Para (I) (a) above)
	N.A.	N.A.	N.A.	N.A.

(II)(b) **Statement showing Holding of Depository Receipts (DRs), where underlying Shares Held by Promoter/Promoter Group are in Excess of 1% of the Total Number of Shares**

Sr. No.	Name of the DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares Underlying Outstanding DRs as a Percentage of Total Number of Shares (i.e. (A)+ (B)+ (C ) indicated in Statement as Para (I) (a) above)
	N.A.	N.A.	N.A.	N.A.

B.A.G. Films and Media Ltd.

  
Company Secretary



(III) (a) Statement showing the voting pattern of shareholders, if more than one class of shares/securities is issued by the issuer.

(Give description of voting rights for each class of security.

Class X:

Class Y:

Class Z: )

Category code	Category of shareholder	Number of Voting Rights held in each class of securities			Total Voting Rights (III+IV+V)	Total Voting Rights i.e. (VI)	
		Class X	Class Y	Class Z		As a percentage of (A+B)	As a percentage of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
(A)	<b>Promoter and Promoter Group</b>	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
(1)	<b>Indian</b>						
(a)	Individuals/ Hindu Undivided Family						
(b)	Central Government/ State Government(s)						
(c)	Bodies Corporate						
(d)	Financial Institutions/ Banks						
(e)	Any Other (specify)						
	<b>Sub-Total (A)(1)</b>						
(2)	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)						
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other (specify)						
	<b>Sub-Total (A)(2)</b>						
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>						
(B)	<b>Public shareholding</b>	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
(1)	<b>Institutions</b>						
(a)	Mutual Funds/UTI						
(b)	Financial Institutions/						

	Banks						
(c)	Central Government/ State Government(s)						
(d)	Venture Capital Funds						
(e)	Insurance Companies						
(f)	Foreign Institutional Investors						
(g)	Foreign Venture Capital Investors						
(h)	Any Other (specify)						
	<b>Sub-Total (B)(1)</b>						
<b>(2)</b>	<b>Non-institutions</b>						
(a)	Bodies Corporate						
(b)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 1 lakh. ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.						
(c)	Any Other (specify)						
	<b>Sub-Total (B)(2)</b>						
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>						
	<b>TOTAL (A)+(B)</b>						
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	<b>GRAND TOTAL (A)+(B)+(C)</b>						

B.A.G. Films and Media Ltd.

*Rajiv Kumar*  
Company Secretary