

UPENDAR KUMAR SHARMA & ASSOCIATES

COMPANY SECRETARIES

219/E, M.B. Extension, Khazoor Road, Badarpur, New Delhi-110044

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Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rules made under the Companies (Management and Administration) Rules, 2014 as amended by Companies(Management and Administration) Amendment Rules, 2015]

To,
The Chairperson
(At 22nd Annual General Meeting)
B.A.G. Films and Media Limited
(CIN:L74899DL1993PLC051841)
352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096

Sub: Consolidated Scrutinizer's Report on Remote e-voting and Polling at the AGM through Physical Ballot Forms

Dear Madam,

1. We Upendar Kumar Sharma & Associates, Company Secretaries, was appointed by the Board of Directors of B.A.G. Films and Media Limited (the Company) as a Scrutinizer for the purpose of scrutinizing Remote e-voting along with Polling process carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 and rules made under the Companies (Management and Administration) Rules, 2014 as amended by Companies(Management and Administration) Amendment Rules, 2015 on the resolutions contained in the Notice of the 22nd Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, September 23, 2015 at 4.30 P.M. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means on the resolutions contained in the Notice of the 22nd Annual General Meeting (AGM) of the Members of the Company. My responsibility as scrutinizer for Remote e-voting and Poll process is restricted to make a Scrutiny of the Vote cast "in favour" or "against" the resolutions stated above, based on the report generated from the E-voting system provided by National Securities Depository Limited (NSDL), at its portal i.e. www.evoting.nsdl.com, the authorized agency to provide E-voting facilities, engaged by the Company.



3. The Remote e-voting period remained open from Saturday, 19th September, 2015 at 9:00 am (IST) to Tuesday, 22nd September, 2015 at 5:00 pm (IST).
4. The Members of the Company as on the "Cut-off Date" i.e. 16th September, 2015 were entitled to vote on the resolutions (items No.1 to 5 as set out in Notice of the 22nd Annual General Meeting (AGM) of the Members of the Company).
5. The Remote e-vote cast were unlocked on Wednesday, the 23rd September 2015 in the presence of two (2) witnesses, Mrs. Krishna Kumari and Mr. Sanam Rathi who are not in the employment of the Company. They have signed below in the confirmation of the votes being unlocked in their presence.

Krishna Kumari

SANAM RATHI

a. Name: Mrs. Krishna Kumari
i. (Witness)

Name: Mr. Sanam Rathi
ii. (Witness)

6. After the time fixed for closing the poll by the Chairperson, a ballot box was kept for polling and was locked in my presence with due identification mark placed by me.
7. The locked ballot box was subsequently open in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents (RTA) of the Company and the Authorizations/Proxies lodged with the Company.
8. The Poll papers, which were incomplete and/or which were otherwise found defective or signature of any shareholders did not match with the records have been treated as invalid and were kept separately.
9. We have surmised and reviewed the voting through Remote e-voting and Physical mode and votes tender therein based on the data downloaded from National Securities Depository Limited (NSDL), at its portal i.e. www.evoting.nsdl.com, e-voting system and from Ballot Forms received respectively.
10. We now submit the Consolidated Report as under on the result of voting through Remote e-voting and Physical mode in respect of the said Resolutions:



Item No.1: Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2015.

(Type of Resolution: Ordinary Resolution)

Promoter/Public	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
Promoter and Promoter Group	68202658	68202658	100.00	68202658	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973557	1.79	1925149	48408	97.55	2.45
Total	178718090	70176215	39.27	70127807	48408	99.93	0.07

Invalid Votes Cast: 4

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

(Type of Resolution: Ordinary Resolution)

Promoter/Public	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
Promoter and Promoter Group	68202658	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1921524	51933	97.37	2.63
Total	178718090	1973457	1.10	1921524	51933	97.37	2.63

Invalid Votes Cast: 4



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

(Type of Resolution: Ordinary Resolution)

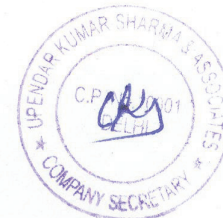
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	68202658	68202658	100.00	68202658	0	100.00	0.00
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1923974	49483	97.49	2.51
Total	178718090	70176115	39.27	70126632	49483	99.93	0.07

Invalid Votes Cast: 4

Item No. 4: Re-appointment of Ms. Anuradha Prasad (DIN 00010716) as Chairperson cum Managing Director of the Company
(Type of Resolution: Special Resolution)

Promoter/Public	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
Promoter and Promoter Group	68202658	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1929227	44230	97.76	2.24
Total	178718090	1973457	1.10	1929227	44230	97.76	2.24

Invalid Votes Cast: 4



**Item No. 5: Approval of Related Party Transactions
(Type of Resolution: Special Resolution)**

Promoter/Public	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
Promoter and Promoter Group	68202658	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1925024	48433	97.55	2.45
Total	178718090	1973457	1.10	1925024	48433	97.55	2.45

Invalid Votes Cast: 4

All the Resolutions stands passed under e-voting and poll with requisite majority.

Thanking you,

Yours faithfully,

For Upendar Kumar Sharma & Associates



(Upendar Kumar Sharma)
Company Secretary
 Membership No. ACS 24500
 CP No. 10001

Place; New Delhi
 Date: September 25, 2015

UPENDAR KUMAR SHARMA & ASSOCIATES

COMPANY SECRETARIES

219/E, M.B. Extension, Khazoor Road, Badarpur, New Delhi-110044

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Email : upenderkaushik21@gmail.com



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,
At 22nd 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 Wednesday, September 23, 2015 at 4.30 P.M. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi - 110054.

Dear Madam,

We, **Upendar Kumar Sharma & Associates, Company Secretaries** 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 September 23, 2015 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, Four ballot boxes kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were 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:

Item No.1: (Ordinary Resolution)

Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2015



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
46	2139899	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
0	0	0

III. Invalid Votes :

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4

Item No.2: (Ordinary Resolution)

Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who retire 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
44	1881551	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
0	0	0

III. Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4

Item No.3: (Ordinary Resolution)

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
46	2139899	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:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4

Item No.4: (Special Resolution)
Re-appointment of Ms. Anuradha Prasad (DIN 00010716)
as Chairperson cum Managing 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
44	1881551	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
0	0	0

III. Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4

Item No.5: (Special Resolution)

Approval of Related Party Transactions

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
44	1881551	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
0	0	0

IV. Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
2	4



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.

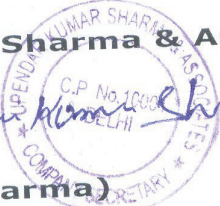
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

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: September 25, 2015

In the presence of:

Krishna Kumari

1. Mrs. Krishna Kumari
Address:
P-16, (LGF)
Malviya Nagar,
New Delhi -110017

Sanam Rathi

2. Mr. Sanam Rathi
Address:
24, Village Rajpura Khurd
Delhi -110068