

Bag/stex/letters/2015-16/AM/608  
September 25, 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

**Re: Details under Clause No: 35A of the Listing Agreement - Voting Results**

**Dear Sir/Madam,**

In accordance with the Clause No.35A of the Listing Agreement, we write to inform you that the Members of the Company at the 22<sup>nd</sup> Annual General Meeting held on September 23, 2015 transacted the following business:

Sl. No.	Description	Particulars		
<b>A</b>	Date of the AGM	September 23,2015		
<b>B</b>	Total No. of Shareholders on record date	48891		
<b>C</b>	No. of Shareholders present in the meeting either in person or through proxy			
	<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	6	-	6
	Public	13605	13	13618
	<b>Total</b>	13611	13	13624
<b>D</b>	No. of Shareholders attended the meeting through Video Conferencing			
	<b>Shareholders</b>	<b>In person</b>	<b>Proxy</b>	<b>Total</b>
	Promoters and Group	-	-	-
	Public	-	-	-
	<b>Total</b>	-	-	-

**Outcome of the Annual General Meeting of the Members of the Company**

The 22<sup>nd</sup> Annual General Meeting of the Members of the Company was 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. The mode of voting was by way of Poll/E-voting. The Shareholders transacted the business as provided in **Annexure**.

Requested you to kindly take the same on record.

Thanking You  
Yours Sincerely,  
For **B.A.G. Films and Media Limited**

*Rajeev Parashar*  
**Rajeev Parashar**  
Company Secretary

Encl: a/a

CC: National Securities Depository Limited- For information and updation



Annexure: As per Clause 35A of the Listing Agreement

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
<b>Resolution No.: 1 - Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2015.</b>							
<b>Resolution required: (Ordinary)</b>							
Promoter and Promoter Group	68202658	68202658	100.00	68202658	0	100.00	0.00
Public - Institutional holders	0	0	0	0	0	0.00	0
Public-Others	110515432	1973557	1.79	1925149	48408	97.55	2.45
Total (A)	178718090	70176215	39.27	70127807	48408	99.93	0.07
<b>Resolution No.: 2 - Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who retire by rotation.</b>							
<b>Resolution required: (Ordinary)</b>							
Promoter and Promoter Group	68202658	0	0.00	0	0	0.00	0.00
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1921524	51933	97.37	2.63
Total (A)	178718090	1973457	1.10	1921524	51933	97.37	2.63
<b>Resolution No.: 3 - Re-appointment of M/s Joy Mukherjee &amp; Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration.</b>							
<b>Resolution required: (Ordinary)</b>							
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 (A)	178718090	70176115	39.27	70126632	49483	99.93	0.07
<b>Resolution No.: 4 - Re-appointment of Ms. Anuradha Prasad (DIN 00010716) as Chairperson cum Managing Director of the Company.</b>							
<b>Resolution required: (Special)</b>							
Promoter and Promoter Group	68202658	0	0.00	0	0	0.00	0.00
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1929227	44230	97.76	2.24
Total (A)	178718090	1973457	1.10	1929227	44230	97.76	2.24
<b>Resolution No.: 5 - Approval of Related Party Transactions.</b>							
<b>Resolution required: (Special)</b>							
Promoter and Promoter Group	68202658	0	0.00	0	0	0.00	0.00
Public - Institutional holders	0	0	0	0	0	0	0
Public-Others	110515432	1973457	1.79	1925024	48433	97.55	2.45
Total (A)	178718090	1973457	1.10	1925024	48433	97.55	2.45



Date of Annual General Meeting: September 23, 2015

Total No. of Shareholders on record date: 48891

Number of shareholders present in the meeting:

Category	In Person	Proxy
Promoter and Promoter Group	6	0
Public	13605	13

Number of Shareholders attended the meeting through video conferencing:

Category	In Person	Proxy
Promoter and Promoter Group	Nil	Nil
Public	Nil	Nil

Directors Present:

1. Ms. Anuradha Prasad: Chairperson cum Managing Director
2. Mr. Sudhir Shukla: Non-executive Director, Chairman of Stakeholders Relationship Committee
3. Dr. Anuradha Mishra: Independent Director, Chairperson of Audit Committee and Nomination and Remuneration Committee
4. Ms. Urmila Gupta: Independent Director

Based on the Consolidated Scrutinizer's Report on the results of Remote e-voting conducted as per the provisions 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 in respect of AGM and on the basis of results of poll conducted on the occasion of the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company on all 5 items set out in the Notice AGM, the result are summarized hereunder:

1. **Details of the Agenda:** Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended March 31, 2015

Resolution Required:

Ordinary Resolution

Mode of Voting:

Passed with requisite majority by Remote E-voting and Votes cast on poll at the venue of AGM.

(The Resolution was proposed by Mr. Sanjay Poddar and seconded by Mr. Jaipal Singh.)



**2. Details of the Agenda:** Re-appointment of Mr. Sudhir Shukla (DIN 01567595), Director who retire by rotation

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** Passed with requisite majority by Remote E-voting and Votes cast on poll at the venue of AGM.

(The Resolution was proposed by Mr. Santosh Bhutani and seconded by Mr. Satyender Singh)

**3. Details of the Agenda:** Re-appointment of M/s Joy Mukherjee & Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration.

**Resolution Required:** Ordinary Resolution

**Mode of Voting:** Passed with requisite majority by Remote E-voting and Votes cast on poll at the venue of AGM.

(The Resolution was proposed by Mr. Jaipal Singh and seconded by Vinay Srivastava)

**4. Details of the Agenda:** Re-appointment of Ms. Anuradha Prasad (DIN 00010716) as Chairperson cum Managing Director of the Company.

**Resolution Required:** Special Resolution

**Mode of Voting:** Passed with requisite majority by Remote E-voting and Votes cast on poll at the venue of AGM.

(The Resolution was proposed by Mr. Mohan Prakash Singh and seconded by Mr. Santosh Bhutani)

**5. Details of the Agenda:** Approval of Related Party Transactions

**Resolution Required:** Special Resolution

**Mode of Voting:** Passed with requisite majority by Remote E-voting and Votes cast on poll at the venue of AGM.

(The Resolution was proposed by Mr. Rakesh Kumar and seconded by Mr. Ram Chandra Singh)

