

**PROCEEDINGS OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF B.A.G. FILMS AND MEDIA LIMITED HELD ON WEDNESDAY, SEPTEMBER 23, 2015 AT 4.30 P.M. AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, DELHI - 110054.**

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The 22<sup>nd</sup> Annual General Meeting of the Members of B.A.G. Films and Media Limited ('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 Chairperson, other Directors, Auditors and officers took the chairs.

The Company Secretary welcomed the shareholders and requested the Chairperson, Ms. Anuradha Prasad to Chair the Meeting of the Company.

The Chairperson welcomed the Shareholders, Directors, Auditors and others at the 22<sup>nd</sup> Annual General Meeting of the Company.

The quorum being present, Chairperson declared the meeting open.

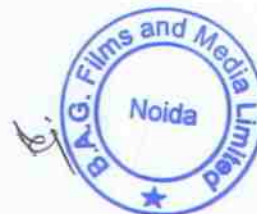
The Chairperson announced that M/s Upendar Kumar Sharma & Associates, Company Secretaries was appointed to conduct remote E-voting/Poll process.

The Chairperson discussed the performance of the Company during the Financial Year 2014-15 and briefed the shareholders about all the business segments of BAG Network.

Thereafter the Notice of AGM and Directors' Report were taken as read by the shareholders of the Company.

Thereafter the Company Secretary read the Auditors' Report.

After the Auditors' Report read by the Company Secretary, the Chairperson informed the Shareholders that the Company had provided Remote E-voting facility to all the Members entitled to cast their vote (i.e persons who were Shareholders on 16<sup>th</sup> September, 2015, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 19<sup>th</sup> September, 2015 to 22<sup>nd</sup> September, 2015 as per the Provisions of the Companies Act, 2013 read with the Rules framed thereunder.



Further, in terms of the Companies Act, 2013 and the Listing Agreement, Shareholders attending the AGM who had not cast their vote by Remote E- voting were also provided the option to exercise their right to vote at the venue of the AGM by Physical Ballot, on all the 5 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

The Members were informed that the Results would be declared after considering the Remote E-voting and voting by Ballot by Members present in the AGM. They were also informed that the Results would be submitted to the Stock Exchanges (NSE and BSE) on or before 25<sup>th</sup> September, 2015 and placed on the website of the Company and National Securities Depositories Limited (NSDL).

The Chairperson then explained the objective and implications of the Resolutions before putting them to vote at the meeting.

Each of the 5 Resolutions were proposed and seconded by a Member. During the course of Meeting, the Chairperson being interested in respect of Item No.4 and 5, which pertained to her appointment and remuneration as Chairperson cum Managing Director and approval of related party transactions, entrusted the conduct of the proceeding to Ms. Urmila Gupta, Disinterested Director and resumed the Chair after those respective items of business were transacted.

Before ordering the Poll, the Chairperson invited the Shareholders for their queries and observations.

Thereafter, the Chairperson ordered the poll requesting all the Shareholders present at the meeting to cast their votes using the ballot papers handed over to them in this regard.

The Chairperson thanked the shareholders, Directors, Auditors and others for attending the meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

**B.A.G. Films and Media Limited**

  
**Company Secretary**