

Bag/stex/letters/2016-17/AM/694  
September 30, 2016

To,  
The Listing Compliance 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

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

**NSE-SYMBOL: BAGFILMS BSE-Scrip Code: 532507**

**Sub: Report of Scrutinizer's**

Dear Sir/Madam

Please find enclosed herewith Consolidated Scrutinizer's Report on Remote e-voting and Polling at the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, September 28, 2016 at 4.00 P.M. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054 along with the Scrutinizer's Report on the resolutions passed at the AGM in prescribed format Form No.MGT-13.

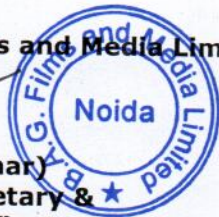
This is for your information and record please.

Thanking You

Yours sincerely

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

*Rajeev Parashar*  
**(Rajeev Parashar)  
Company Secretary &  
Compliance Officer**



Encl: a/a

CC: National Securities Depository Limited-For information and updation  
Trade World, Awing, 4<sup>th</sup> & 5<sup>th</sup> Floor,  
Kamla Mills, Compound Lower Parel,  
Mumbai-400013



**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  
(of 23<sup>rd</sup> 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, September 28, 2016 at 4.00 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 23<sup>rd</sup> 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](http://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, 24<sup>th</sup> September, 2016 at 9:00 am (IST) to Tuesday, 27<sup>th</sup> September, 2016 at 5:00 pm (IST)..
4. The Members of the Company as on the "Cut-off Date" i.e. 21<sup>st</sup> September, 2016 were entitled to vote on the resolutions (items No.1 to 4 as set out in Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company).
5. The Remote e-vote cast were unlocked on Wednesday, the 28<sup>th</sup> September 2016 in the presence of two (2) witnesses, Mrs. Krishna Kumari and Mr. Diwakar Agrawal 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*

Name: Mrs. Krishna Kumari  
i. (Witness)

*Diwakar Agrawal*

Name: Mr. Diwakar Agrawal  
ii. (Witness)

6. After the time fixed for closing the poll by the Chairperson, a ballot boxes were kept for polling and were locked in my presence with due identification mark placed by me.
7. The locked ballot boxes were 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](http://www.evoting.nsdl.com), e-voting system and from Ballot Fprms 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: To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.**

**(Type of Resolution: Ordinary Resolution)**

Category	Mode of Voting	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
<b>Promoter and Promoter Group</b>	E-Voting	77602658	77602658	100	77602658	0	100	0.00
	Poll		0	0	0	0	0	0.00
	Total	77602658	77602658	100	77602658	0	100	0.00
<b>Public-Institutions</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	E-Voting		1779275	1.61	1770949	4326	99.76	0.24
	Poll	110515432	67766	0.06	67766	0	100	0.00
	Total	110515432	1843041	1.67	1838715	4326	99.77	0.23
<b>Total</b>		<b>188118090</b>	<b>79445699</b>	<b>42.23</b>	<b>79441373</b>	<b>4326</b>	<b>99.99</b>	<b>0.01</b>

**Invalid Votes Cast: 125**

**Item No.2: To appoint a Director in place of Mr. SudhirShukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.**

**(Type of Resolution: Ordinary Resolution)**

Category	Mode of Voting	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
<b>Promoter and</b>	E-Voting	77602658		0.00	0	0	0.00	0.00



<b>Promoter Group</b>			0					
	Poll		0	0.00	0	0	0.00	0.00
	Total	77602658	0	0.00	0	0	0.00	0.00
<b>Public-Institutions</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	E-Voting	110515432	1775275	1.61	1767434	7841	99.56	0.44
	Poll		67766	0.06	67766	0	100	0.00
	Total	110515432	1843041	1.67	1835200	7841	99.57	0.43
<b>Total</b>		<b>188118090</b>	<b>1843041</b>	<b>0.98</b>	<b>1835200</b>	<b>7841</b>	<b>99.57</b>	<b>0.43</b>

**Invalid Votes Cast: 125**

**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)**

Category	Mode of Voting	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
<b>Promoter and Promoter Group</b>	E-Voting		77602658	100	77602658	0	100	0.00
	Poll	77602658	0	0	0	0	0	0.00
	Total	77602658	77602658	100	77602658	0	100	0.00
<b>Public-Institutions</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	E-Voting	110515432	1775275	1.61	1766637	8638	99.51	0.49
	Poll		67766	0.06	67766	0	100	0.00
	Total	110515432	1843041	1.67	1834403	8638	99.53	0.47
<b>Total</b>		<b>188118090</b>	<b>79445699</b>	<b>42.23</b>	<b>79437061</b>	<b>8638</b>	<b>99.99</b>	<b>0.01</b>

**Invalid Votes Cast: 125**



**Item No. 4: To appoint Mr. Pankaj Chaturvedi (DIN: 00003278) as an Independent Director of the Company.**

**(Type of Resolution: Ordinary Resolution)**

Category	Mode of Voting	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
<b>Promoter and Promoter Group</b>	E-Voting	77602658	77602658	100	77602658	0	100	0.00
	Poll		0	0	0	0	0	0.00
	Total	77602658	77602658	100	77602658	0	100	0.00
<b>Public-Institutions</b>	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	E-Voting		1775275	1.61	1770749	4526	99.75	0.25
	Poll	110515432	67766	0.06	67766	0	100	0.00
	Total	110515432	1843041	1.67	1838515	4526	99.75	0.25
<b>Total</b>		<b>188118090</b>	<b>79445699</b>	<b>42.23</b>	<b>79441173</b>	<b>4526</b>	<b>99.99</b>	<b>0.01</b>

**Invalid Votes Cast: 125**

**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 30, 2016



**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,  
of 23<sup>rd</sup> Annual General Meeting of  
B.A.G. Films and Media Limited

Ref. 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of B.A.G. Films and Media Limited Held on Wednesday, September 28, 2016 at 4.00 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 resolutions at the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **B.A.G. Films and Media Limited**, held on September 28, 2016 submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, Four ballot boxes kept for polling were locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our 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)**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon

**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
45	67766	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	125

**Item No.2: (Ordinary Resolution)**

To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment

**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
45	67766	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	125





**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
45	67766	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	125

**Item No.4: (Ordinary Resolution)**

To appoint Mr. Pankaj Chaturvedi (DIN: 00003278) as an Independent 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
45	67766	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	125



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 30, 2016

In the presence of:

*Krishna Kumari*

1. Mrs. Krishna Kumari  
Address:  
A-1304, Ajnara Daffodil,  
Sec-137, Noida, UP-210304

*Diwakar Agrawal*

2. Mr. Diwakar Agrawal  
Address:  
A-38 KHANPUR EXT  
NEW DELHI-110062  
NCT-DELHI