

Bag/stex/letters/2017-18/AM/776
September 26, 2017

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: Proceeding of 24th Annual General Meeting of the Company

Dear Sir/Madam,

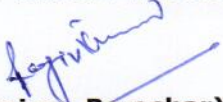
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, please find attached herewith proceedings of the 24th Annual General Meeting of the Members of the Company.

This is for your information and record please.

Thanking You

Yours sincerely

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


(Rajeev Parashar)
Company Secretary &
Compliance Officer



Encl: a/a

PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF B.A.G. FILMS AND MEDIA LIMITED HELD ON TUESDAY, SEPTEMBER 26, 2017 AT 4.00 P.M. AT MPCU SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, DELHI-110054.

The 24th Annual General Meeting (AGM) of the Members of B.A.G. Films and Media Limited ('the Company') was held on Tuesday, September 26, 2017 at 4:00 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 24th AGM 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 at the AGM.

The Chairperson discussed the performance of the Company during the Financial Year 2016-17 and briefed the shareholders about all the business segments of BAG Network.

Thereafter the Notice of 24th Annual General Meeting and Board's Report were taken as read by the shareholders of the Company.

Thereafter the Company Secretary read the Auditors' Report.

After the Auditors' Report was read by the Company Secretary, the Chairperson informed the Shareholders that the Company had provided Remote E-voting facility to all the Shareholders entitled to cast their vote (i.e persons who were Shareholders on 19th September, 2017, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 22nd September, 2017 to 25th September, 2017 as per the Provisions of the Companies Act, 2013 read with the Rules framed thereunder.

Further, in terms of the Companies Act, 2013, 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 8 Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

B.A.G. Films and Media Limited

Company Secretary

The items as set out in the Notice of 24th Annual General Meeting were as under:

Ordinary Business:

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, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s Kumar Khare & Co. Chartered Accountants, as Auditors of the Company and fixing their remuneration.

Special Business:

4. To issue Warrants with an option to convert into equity shares on preferential basis.
5. Revision in the terms of remuneration of Ms. Anuradha Prasad (DIN: 00010716) Chairperson cum Managing Director of the Company.
6. To consider and determine fees for delivery of any document through particular mode of delivery to a Member.
7. To approve borrowing in excess of the paid up capital and fee reserves.
8. To approve creation of charge on movable and immovable properties of the Company.

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 28th September, 2017 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 8 Resolutions were proposed and seconded by Members. 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 polling 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