

Bag/stex/letters/2017-18/AM/780  
September 28, 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: Report of Scrutinizer's**

Dear Sir/Madam,

Please find enclosed herewith Consolidated Scrutinizer's Report on Remote e-voting and Polling at the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, 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 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)**  
**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 24<sup>th</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,

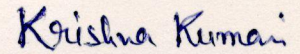
1. We Upendar Kumar Sharma & Associates, Company Secretaries, was appointed by the Board of Directors of B.A.G. Films and Media Limited (the Company) as a Scrutinizer for the purpose of scrutinizing Remote e-voting along with Polling process carried out as per the provisions of Section 108 and 109 of 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 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, 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.
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 24<sup>th</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 Friday, 22<sup>nd</sup> September, 2017 at 9:00 am (IST) to Monday, 25<sup>th</sup> September, 2017 at 5:00 pm (IST).
4. The Members of the Company as on the "Cut-off Date" i.e. 19<sup>th</sup> September, 2017 were entitled to vote on the resolutions (items No.1 to 8 as set out in Notice of the 24<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company).



5. The Remote e-vote cast were unlocked on Tuesday, the 26<sup>th</sup> September 2017 in the presence of two (2) witnesses, Mr. Pankaj Kumar and Mrs. Krishan Kumari who are not in the employment of the Company. They have signed below in the confirmation of the votes being unlocked in their presence.



i. Name: Mr. Pankaj Kumar  
(Witness)



ii) Name: Mrs. Krishna Kumari  
(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 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: 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.**

**(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
Promoter and Promoter Group	E-Voting	77602658	77602658	100	77602658	0	100	0.00
	Poll		0	0	0	0	0.00	
	Total		77602658	77602658	100	77602658	0	100
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	
	Total		0	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	110515432	1,885,553	1.71	1,885,423	130	99.99	0.01
	Poll		159,687	0.14	159,687	0	100.00	0.00
	Total		110515432	2,045,240	1.85	2,045,110	130	99.99
<b>Total</b>		<b>188118090</b>	<b>79,647,898</b>	<b>42.34</b>	<b>79,647,768</b>	<b>130</b>	<b>100.00</b>	<b>0.00</b>

**Invalid Votes Cast: 0**

**Item No.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.**

**(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
Promoter and Promoter Group	E-Voting	77602658	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	
	Total		77602658	0	0.00	0	0	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	
	Total		0	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	110515432	1,885,553	1.71	1,757,682	127,871	93.22	6.78
	Poll		103,687	0.09	103,687	0.00	100.00	0.00
	Total		110515432	1,989,240	1.80	1,861,369	127,871	93.57
<b>Total</b>		<b>188118090</b>	<b>1,989,240</b>	<b>1.06</b>	<b>1,861,369</b>	<b>127,871</b>	<b>93.57</b>	<b>6.43</b>

**Invalid Votes Cast: 0**



**Item No.3: To appoint M/s Kumar Khare & Co., Chartered Accountants, 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	77602658	100	77602658	0	100	0.00
	Poll		0	0	0	0	0	0.00
	Total		77602658	77602658	100	77602658	0	100
<b>Public-Institutions</b>	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
<b>Public-Non Institutions</b>	E-Voting	110515432	1,885,553	1.71	1,775,423	110,130	94.16	5.84
	Poll		159,687	0.14	159,687	0.00	100.00	0.00
	Total		110515432	2,045,240	1.85	1,935,110	110,130	94.62
<b>Total</b>		<b>188118090</b>	<b>79,647,898</b>	<b>42.34</b>	<b>79,537,768</b>	<b>110,130</b>	<b>99.86</b>	<b>0.14</b>

**Invalid Votes Cast: 0**

**Item No. 4: To issue warrants with an option to convert into Equity Shares on preferential basis.**

**(Type of Resolution: Special 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	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		77602658	0	0.00	0	0	0.00
<b>Public-Institutions</b>	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
<b>Public-Non Institutions</b>	E-Voting	110515432	1,885,553	1.71	1,773,028	112,525	94.03	5.97
	Poll		103,687	0.09	103,687	0.00	100.00	0.00
	Total		110515432	1,989,240	1.80	1,876,715	112,525	94.34
<b>Total</b>		<b>188118090</b>	<b>1,989,240</b>	<b>1.06</b>	<b>1,876,715</b>	<b>112,525</b>	<b>94.34</b>	<b>5.66</b>

**Invalid Votes Cast: 0**



**Item No. 5: Revision of the terms of remuneration of Ms. Anuradha Prasad (DIN:00010716)  
Chairperson cum Managing Director of the Company.**

**(Type of Resolution: Special 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	0	0.00	0	0	0.00	0.00
	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	0.00	0	0	0.00	0.00
	Poll		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	1,885,553	1.71	1,754,477	131,076	93.05	6.95
	Poll		103,687	0.09	103,687	0.00	100.00	0.00
	Total	110515432	1,989,240	1.80	1,858,164	131,076	93.41	6.59
<b>Total</b>		<b>188118090</b>	<b>1,989,240</b>	<b>1.06</b>	<b>1,858,164</b>	<b>131,076</b>	<b>93.41</b>	<b>6.59</b>

**Invalid Votes Cast: 0**

**Item No. 6: To consider and determine fees for delivery of any document.**

**(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	0.00	
	Total	77602658	77602658	100	77602658	0	100	0.00
<b>Public-Institutions</b>	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		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	1,885,553	1.71	1,875,682	9,871	99.48	0.52
	Poll		159,677	0.14	159,677	0.00	100.00	0.00
	Total	110,515,432	2,045,230	1.85	2,035,359	9,871	99.52	0.48
<b>Total</b>		<b>188,118,090</b>	<b>79,647,888</b>	<b>42.34</b>	<b>79,638,017</b>	<b>9,871</b>	<b>99.99</b>	<b>0.01</b>

**Invalid Votes Cast: 0**



**Item No. 7: To approve Borrowing in excess of the paid up capital and free reserves.**

**(Type of Resolution: Special 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	0.00	0	0	0.00	0.00
	Poll		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	1,885,553	1.71	1,764,077	121,476	93.56	6.44
	Poll		159,687	0.14	159,687	0.00	100.00	0.00
	Total	110515432	2,045,240	1.85	1,923,764	121,476	94.06	5.94
<b>Total</b>		<b>188118090</b>	<b>79,647,898</b>	<b>42.34</b>	<b>79,526,422</b>	<b>121,476</b>	<b>99.85</b>	<b>0.15</b>

**Invalid Votes Cast: 0**

**Item No. 8: To approve creation of change on movable and immovable properties of the Company.**

**(Type of Resolution: Special 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	0.00	0	0	0.00	0.00
	Poll		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	1,885,553	1.71	1,867,882	17,671	99.06	0.94
	Poll		159,687	0.14	159,687	0.00	100.00	0.00
	Total	110515432	2,045,240	1.85	2,027,569	17,671	99.14	0.86
<b>Total</b>		<b>188118090</b>	<b>79,647,898</b>	<b>42.34</b>	<b>79,630,227</b>	<b>17,671</b>	<b>99.98</b>	<b>0.02</b>

**Invalid Votes Cast: 0**



**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)**

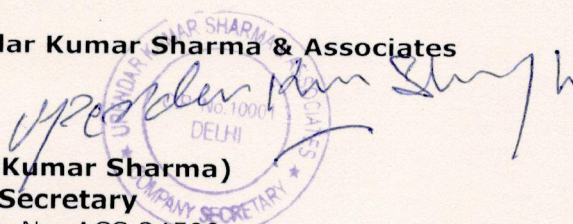
**Company Secretary**

Membership No. ACS 24500

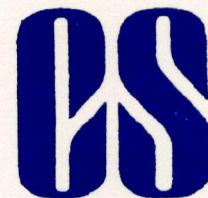
CP No. 10001

Place; New Delhi

Date: September 28, 2017







**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 24<sup>th</sup> Annual General Meeting of  
B.A.G. Films and Media Limited

Ref. 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of B.A.G. Films and Media Limited 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.

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 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of **B.A.G. Films and Media Limited**, held on September 26, 2017 submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, Two 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, 2017 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
46	159687	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
0	0

**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
46	103687	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
0	0

**Item No.3: (Ordinary Resolution)**

**To appoint M/s Kumar Khare & Co., Chartered Accountants, 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	159687	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
0	0



**Item No.4: (Special Resolution)****To issue warrants with an option to convert into Equity Shares on preferential basis.**

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	103687	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
0	0

**Item No.5: (Special Resolution)****Revision of the terms of remuneration of Ms. Anuradha Prasad (DIN:00010716) 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
46	103687	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
0	0

**Item No.6: (Ordinary Resolution)****To consider and determine fees for delivery of any document.**

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	159677	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
0	0

**Item No.7: (Special Resolution)**

**To approve borrowing in excess of the paid up capital and free reserves.**

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	159687	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
0	0

**Item No.8: (Special Resolution)**

**To approve creation of charge on movable and immovable properties 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
46	159687	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
0	0

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.

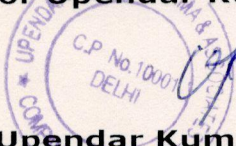


6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

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 28, 2017

In the presence of:

*Pankaj Kumar*

Name: Mr. Pankaj Kumar

*Krishna Kumari*

Name: Mrs. Krishna Kumari