

Bag/stex/letters/2017-18/AM/763
September 01, 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: Notice 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 soft copy of Notice of 24th Annual General Meeting 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



B.A.G. FILMS AND MEDIA LIMITED

(CIN: L74899DL1993PLC051841)

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 3911 444, Fax No. 91 120 3911 401

Web: www.bagfilms.com, mail: info@bagnetwork.in

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of B.A.G. Films and Media Limited will be 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 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including 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 Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), pursuant to recommendation of the Board of Directors, M/s Kumar Khare & Co., Chartered Accountants (ICAI Firm Registration Number 006740C) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company for the financial year starting from April 01, 2017 and subject to ratification of the appointment by the Members at every Annual General Meeting in each of the subsequent years during the aforesaid term of their appointment and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. **To issue Warrants with an option to convert into equity shares on preferential basis**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue, and allot in one or more tranches up to 98,00,000 convertible warrants (“the warrants”) on preferential basis carrying an entitlement to subscribe up to 98,00,000 Equity Shares of Rs. 2/- each at a price of Rs. 4.70/- per Equity Share (“Conversion Price” including a Premium of Rs. 2.70/- per Equity Share) by conversion of one Warrant into one equity share being the price which is in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issues, to the following allottee as detailed herein below:

| Sl. No. | Name of the allottee | PAN | Category | No. of Warrants to be allotted |
|---------|---|------------|-------------------|--------------------------------|
| 1 | Skyline Tele Media Services Limited Address : 352, Aggarwal Plaza, Plot No. 8, Kondli, New Delhi - 110096 | AADCB1030B | Promoter Group | 98,00,000 |

RESOLVED FURTHER THAT the resultant equity shares to be allotted on conversion of the Warrants shall rank pari passu with the existing equity shares of the Company in all respects including payment of dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the shares arising on conversion of the above mentioned Warrants on the stock exchanges where the Company's shares are listed, as per the terms and conditions of the listing and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the 'Relevant date' for the purpose of determination of applicable price for issue of the aforementioned warrants convertible in to equity shares under the SEBI (ICDR) Regulations is August 27, 2017 being 30 days prior to the date of passing of this resolution by members.

RESOLVED FURTHER THAT an amount equivalent to 25% of the Conversion Price of the Equity Shares shall be payable at the time of making application for the Warrants, which shall be adjusted and appropriated against the Conversion Price of the Equity Shares payable by the Warrant holders at the time of exercising the option to convert the Warrants into equity shares, and that in the event the option for such conversion is not exercised within the prescribed time, the warrants shall lapse, and the amount of 25% paid on the allotment of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

- The option to acquire the Equity Shares can be exercised by the Warrant holder in one or more tranches on or before the expiry of eighteen months from the date of allotment of the Warrants.
- The Warrants proposed to be allotted and the subsequent conversion thereof in equity shares shall be subject to a lock-in in accordance with the provisions of the SEBI (ICDR) Regulations.
- The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the warrant holder thereof any right with respect to that of a shareholder of the Company.

RESOLVED FURTHER THAT the warrants shall be issued and allotted by the Company to the warrants holder within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of Warrants in accordance with the terms of the offer and subject to the provisions of the Company's Memorandum and Articles of Association.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders."

5. **Revision in the terms of remuneration of Ms. Anuradha Prasad (DIN: 00010716), Chairperson cum Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such

approval(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the Company hereby approves the revision of the terms of remuneration of Ms. Anuradha Prasad (DIN: 00010716), Chairperson cum Managing Director of the Company for the period with effect from October 1, 2017 to March 31, 2020 (the remaining period of her existing term of appointment), including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, as set out in the Explanatory Statement annexed to the Notice with a liberty to the Board to alter and vary the terms and conditions of the said revision of remuneration, in such manner as may be agreed to by the Board and Ms. Anuradha Prasad, Chairperson cum Managing Director of the Company.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of her appointment as Chairperson cum Managing Director of the Company, as approved by the resolution passed at the 22nd Annual General Meeting of the Company held on September 23, 2015 shall remain unchanged.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be required for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. **To consider and determine fees for delivery of any document through particular mode of delivery to a Member**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules prescribed thereunder, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 50/- (Rupees Fifty Only) each such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) be and is hereby authorized in accordance with the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), to borrow periodically from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures (both convertible and non-convertible), commercial papers, short term loans, working capital loans, or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred Crores only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. To approve creation of charge on movable and immovable properties of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to create such mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets of the Company, both present and future and in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed here after, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or non convertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders up to a value of and within the overall limits of Rs.500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : 28.08.2017

Rajeev Parashar
Company Secretary
ACS No. 18631

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL ONLY, INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 (FOURTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, September 20, 2017 to Tuesday, September 26, 2017 (both days inclusive).
- Members/Proxies should bring the Attendance Slip/Proxy Form duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. An Attendance Slip and Proxy Form are annexed to this Notice.
- Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representative to attend and vote at the ensuing Annual General Meeting so as to reach the company on or before September 24, 2017.

5. Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change in their registered address to the Secretarial Department of the Company or M/s Alankit Assignments Limited, the Registrar and Share Transfer Agent.
6. Pursuant to section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Alankit Assignments Limited, 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi- 110 055.
8. Members are requested to quote Folio numbers/ DPID and Client ID, as the case may be, in all correspondence with the Company.
9. For security reasons briefcases, transistors, bags, tiffin boxes, cameras, binoculars etc. are not allowed inside the Auditorium.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and form part of the Notice.
11. Under Section 125 of the Companies Act, 2013 read with rules made thereunder the amount of unclaimed or unpaid dividend for the period of seven year or more from the due date is required to be deposited in the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI), the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form. Accordingly the Company sends all communications including the Notices along with Annual Report in electronic form to all the members whose email address is registered with Company/ Depository Participant{DP}/Registrar & Share Transfer Agent (RTA) unless a specific request for hard copy has been requested.
13. In terms of the provisions of the Companies Act, 2013 it is proposed to appoint M/s Kumar Khare & Co. Chartered Accountants as Statutory Auditors of the Company, as per details contained in the Resolution relating to item no. 3 of the Notice in place of M/s Joy Mukherjee & Associates Chartered Accountants. The first year of audit will be of the financial statement for the year ending March 31, 2018 which will include the audit of the quarterly financial statement for the year. The Change in Statutory Auditors is proposed in recognition of the regulatory changes prescribed under the Companies Act, 2013 and the rules made thereunder. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
14. The Annual accounts of the subsidiary companies along with the related detailed information are available for inspection at corporate office of the Company and of the subsidiaries concerned and copies will be made available to the shareholders of B.A.G. Films and Media Limited and its subsidiary companies upon request.
15. Brief resume of the Director/person proposed to be appointed/re-appointed at the Annual General Meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard-2 is provided in the Annexure to the Notice. The Director has furnished the relevant disclosure for his appointment.
16. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the financial year 2016-17 shall also be available on the Company's website www.bagfilms.com for ready reference. The Notice of the 24th Annual General Meeting shall also be available on the website of National Securities Depositories Limited (NSDL), viz. www.evoting.nsdl.com. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from them, any time, as a member of the Company.
17. Electronic copy of the Notice of 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) unless such member requests for a physical copy of the same.

18. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A Member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The facility of casting the votes by the Members

using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by National Securities Depositories Limited (NSDL).

The facility for voting, either through electronic voting system or ballot/ polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Mr. Rajeev Parashar, Company Secretary for any grievances connected with electronic voting at the Corporate Office of the Company at FC-23, Sector 16A, Film City, Noida, 201301,(U.P.) Tel. # 91 120 39 11 444.

19. The remote e-voting period commences on **Friday, 22nd September, 2017 at 9:00 am (IST)** and ends on **Monday, 25th September, 2017 at 5:00 pm (IST)**.

- Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. **19th September, 2017** may opt for remote e-voting and cast their vote electronically.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 19th September, 2017** may obtain the login ID and password by sending an email to evoting@nsdl.co.in or info@bagnetwork.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.evoting.nsdl.com.
- Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- At the end of remote e-voting period, the facility shall forthwith be blocked.

20. The Board of Directors has appointed M/s Upendar Kumar Sharma & Associates, Practicing Company Secretaries (Membership No. ACS 24500 and COP No. 10001), as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairperson of the Company or any person authorized by him in writing and the Results shall be declared by the Chairperson or any person authorized by him thereafter.

The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company www.bagfilms.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of Result by the Chairperson or any person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

21. **Please see the instructions below for details on e-Voting facility.**

(I) In case of members receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz; “BAGFILMS e-Voting.pdf” with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- c. Click on “Shareholder - “Login”
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.

Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f. Home page of “e-voting” opens. Click on “e-voting: --- Active Voting Cycles.”
- g. Select “EVEN” of BAG Films and Media Limited.
- h. Now you are ready for “e-voting” as “Cast Vote” page opens.
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail bagscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(II) In case of Members receiving the physical copy of Notice of AGM [for Members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:

- a. Initial password is provided with separate sheet annexed with Annual Report of the Company. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.
22. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
 23. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the “downloads” section of www.evoting.nsdl.com.
 24. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Board of Directors at its meeting held on August 28, 2017, after considering the various sources for sourcing funds for this investment deemed it appropriate to create, issue, offer and allot up to 98,00,000 warrants at a price of Rs. 4.70/- per Share (“**Conversion Price**” including a Premium of Rs. 2.70/- per Share) to the promoter on preferential basis.

In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [the SEBI (ICDR) Regulations] as amended, the required details are furnished as under:

1. Objects of the issue:

To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

2. Pricing:

The pricing of the Equity Shares to be allotted as a result of conversion of warrants on preferential basis shall not be lower than the price determined in accordance with the Chapter VII of SEBI (ICDR) Regulations as amended.

The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- a. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognised stock exchange during the two weeks preceding the ‘relevant date’.

The requirement on the basis of which the price has been arrived at along with report of the registered Valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulations. The price shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty six weeks prior to the relevant date.

The “relevant date” for the above purpose means the date thirty days prior to the date on which the General Meeting is held to consider the proposed issue under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under. As the date of the Annual General Meeting of the shareholders is September 26, 2017 and Relevant Date is August 27, 2017. The warrants are proposed to be issued at Rs. 4.70/- per share which is higher than the minimum price arrived at as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the time being in force.

The entire amount on the equity shares issued on preferential basis shall be paid in cash by the allottee on such terms and conditions and in such manner as the Board may think fit.

3. Payment & Conversion Terms:

25% of the consideration payable against the warrants, shall be paid by the warrant holder to the Company on or before allotment of the warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant. In case the option is not exercised within a period of eighteen months from the date of allotment, the application money will be forfeited by the Company. The warrants are converted at the option of the allottee on payment of the balance amount of the issue price at any time during the period of eighteen months.

The amount received from the allottee can be adjusted towards outstanding dues if any, payable by the Company on such terms and conditions and in such manner as the Board may think fit.

4. Intention of Promoters / Directors / Key Management Persons to subscribe to the offer:

Proposed allottee Skyline Tele Media Services Limited as a promoter group is interested in the said transaction and intends to subscribe to the proposed preferential issue of warrants.

Ms. Anuradha Prasad and Mr. Sudhir Shukla, is deemed to be concerned or interested in the above said resolution being a Director in Skyline Tele Media Services Limited. None of other Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives are in any way concerned or interested, financially or otherwise in this Resolution.

5. Relevant Date:

The "Relevant Date" under the SEBI (ICDR) Regulations for the purpose of determining the price is Sunday, August 27, 2017 being the date which is 30 (thirty) days prior to the date of this Annual General Meeting.

6. Shareholding Pattern of the Company before and after the issue:

The Shareholding pattern before and the one likely to emerge after the proposed allotment of Warrants (assuming conversion of all warrants held by the Promoter Group proposed to be allotted in this meeting in to Equity Shares of the Company) would be as under:

| Sr. no. | Category | Pre-Issue* | | Post-Issue | |
|------------|---|--------------------|--------------------|--------------------|--------------------|
| | | No. of Shares Held | % of Share Holding | No. of Shares Held | % of Share Holding |
| (A) | Promoters Holding | | | | |
| (1) | Indian Promoters | | | | |
| (a) | Individuals/ Hindu Undivided Family | 21,507,790 | 11.43% | 21,507,790 | 10.87% |
| (b) | Central Government/ State Government(s) | - | 0.00% | - | 0.00% |
| (c) | Bodies Corporate | 56,094,868 | 29.82% | 65,894,868 | 33.29% |
| | Sub – Total (A) (1) | 77,602,658 | 41.25% | 87,402,658 | 44.16% |
| (2) | Foreign Promoters | | | | |
| (a) | Individuals (Non-Resident/ Individuals/Foreign Individuals) | - | 0.00% | - | 0.00% |
| (b) | Bodies Corporate | - | 0.00% | - | 0.00% |
| (c) | Institutions | - | 0.00% | - | 0.00% |
| | Sub – Total (A) (2) | - | 0.00% | - | 0.00% |
| | Total Promoters Shareholding (A) = (A) (1) + (A) (2) | 77,602,658 | 41.25% | 87,402,658 | 44.16% |
| (B) | Non-Promoters Holding | | | | |
| (1) | Institutional Investor | | | | |
| (a) | Mutual Funds/ UTI | - | 0.00% | - | 0.00% |
| (b) | Financial Institutions/ Banks | - | 0.00% | - | 0.00% |
| (c) | Central Government/ State Government(s) | - | 0.00% | - | 0.00% |
| (d) | Venture Capital Funds | - | 0.00% | - | 0.00% |

| | | | | | |
|------------|---|--------------------|----------------|--------------------|----------------|
| (e) | Insurance Companies | - | 0.00% | - | 0.00% |
| (f) | Foreign Institutional Investors | - | 0.00% | - | 0.00% |
| (g) | Foreign Venture Capital Investors | - | 0.00% | - | 0.00% |
| (h) | Any other (specify): | - | 0.00% | - | 0.00% |
| | Sub – Total (B) (1) | 0 | 0.00 | 0 | 0.00% |
| (2) | Non-Institutions | | | | |
| (a) | Bodies Corporate | 24,808,989 | 13.19% | 24,808,989 | 12.53% |
| (b) | Individuals- | | | | |
| | (i) Individual shareholders holding nominal share capital upto Rs. 2 Lakhs | 50,566,646 | 26.88% | 50,566,646 | 25.55% |
| | (ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs | 33,788,554 | 17.96% | 33,788,554 | 17.08% |
| (c) | Any other (specify) | | | | |
| | NRI | 1,252,543 | 0.67% | 1,252,543 | 0.63% |
| | OCBs | 98,600 | 0.05% | 98,600 | 0.05% |
| | Trust | 100 | 0.00% | 100 | 0.00% |
| | Sub - Total (B) (2) | 110,515,432 | 58.75% | 110,515,432 | 55.84% |
| | Total Non-Promoters Shareholding (B) = (B) (1) + (B) (2) | 110,515,432 | 58.75% | 110,515,432 | 55.84% |
| | TOTAL (A) + (B) | 188,118,090 | 100.00% | 197,918,090 | 100.00% |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | - | - | - | - |
| | GRAND TOTAL (A) + (B) + (C) | 188,118,090 | 100.00% | 197,918,090 | 100% |

* The above shareholding pattern has been prepared on the basis of shareholdings as on June 30, 2017.

During the Financial Year 2016-17 there is no pledging of equity shares by the Promoters of the Company.

7. Auditor's Certificate:

It is proposed to obtain a certificate from the Statutory Auditors of the Company, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter VII of the SEBI ICDR Regulations and the same shall be placed before the Members at the Annual General Meeting.

8. Lock-In Period:

The warrants allotted on preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to warrants shall be subject to lock-in as per SEBI (ICDR) Regulations. The entire shareholding of the proposed allottee in the company, if any, is held by them in dematerialized form.

As per Regulation 78(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of Trading Approval.

9. Change in Management:

The proposed preferential allotment will not result in any change in the management or control of the Company.

10. Proposed time within which the allotment shall be complete:

As per SEBI (ICDR) Regulations the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

11. Identity of the natural persons who are the ultimate beneficial owner of the shares proposed to be allotted and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of the post-preferential issue capital held by the proposed allottee is as under:

| Sl. No | Name of the Proposed Allottee | Category | Ultimate Beneficial Owner | Present Holding | % to Pre-Issue Capital | Present Issue | % to Post Issue Capital* |
|--------|-------------------------------------|----------------|---------------------------|-----------------|------------------------|---------------|--------------------------|
| 1 | Skyline Tele Media Services Limited | Promoter Group | Ms. Anuradha Prasad | 1,36,50,000 | 7.256 | 98,00,000 | 11.848 |

* The above holding includes conversion of 98,00,000 warrants.

12. Undertaking to re-compute the price, if required:

The Company hereby undertakes that it shall re-compute the price of the warrants/Equity Shares issued on conversion of Warrants in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so.

13. Undertaking to put Equity Shares under lock-in till the re-computed price is paid:

The Company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants/Equity Shares shall continue to be locked-in till such time such amount is paid by the proposed allottee.

14. Disclosure regarding willful defaulter:

Neither the issuer, nor its promoters and directors are willful defaulters.

15. Compliance

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957, maintaining a minimum of 25% of the paid up capital in the hands of the public.

In terms of provisions of Section 62 (1)(c) of the Companies Act, 2013, approval of the shareholders through Special Resolution is required for issue of Equity Shares on Preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Act and the SEBI (ICDR) Regulations to issue and allot Equity Shares on Preferential basis as stated in the Resolution.

The Board of Directors recommended for passing of the Special Resolution as set out in the Notice.

None of the Directors, Key Managerial personnel or relatives of Directors or Key Managerial personnel of the Company except Ms. Anuradha Prasad and, Mr. Sudhir Shukla, being the Promoter and Directors of the Company and their relatives is in any way concerned or interested in the said Resolution.

ITEM NO. 5

Ms. Anuradha Prasad (DIN: 00010716), Chairperson cum Managing Director of the Company was re-appointed by the Members in the 22nd Annual General Meeting of the Company held on September 23, 2015 for a period of 5 (five) years w.e.f. April 1, 2015 to March 31, 2010 with consolidated salary, Perquisites and allowance of Rs. 100.00 lakhs per annum.

The Ministry of Corporate Affairs (MCA) vide its Notification no. S.O. 2922(E) dated 12th September, 2016 permitted payment of managerial remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 without seeking specific approval of the Central Government.

In view of the no profits or inadequacy of profits for the financial year 2016-17 and subsequent notification dated 12th September, 2016 issued by the MCA, it is proposed to seek the approval of the members by way of Special Resolution to alter and vary the term of remuneration within the overall ceiling limit as prescribed in Schedule V of the Companies Act, 2013 as amended from time to time effective from October 01, 2017.

The remuneration payable to Ms. Anuradha Prasad, Chairperson cum Managing Director, with effect from October 1, 2017 is as under:

I. Consolidated salary, perquisites and allowances: Rs 160 Lacs (Rupees One Hundred Sixty Lacs) per annum.

Perquisites include:

- (i) Reimbursement of leave travel expenses for self, subject to ceiling of one month's basic salary per annum.
- (ii) Reimbursement of medical expenses for self and family, subject to ceiling of one month's basic salary per annum.
- (iii) Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 20,000/- (Rupees twenty thousand only).

In addition to the above, she shall be entitled to receive the following:-

- Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.
- Gratuity payable should not exceed half a month's salary for each completed year of service.
- Free landline telephone facility at residence along with free mobile phone facility. Long distance personal calls to be recovered by the Company.

For the purpose of perquisite stated above, "Family" means the spouse, the dependent children and dependent parents.

Ms. Anuradha Prasad is associated with B.A.G. Films and Media Limited as a promoter of the Company since 1993. She is devoting her full time and energy for the growth of the company. Under her supervision, the Company has achieved new heights with better performance year after year. It is therefore desired to retain her valuable guidance. Thus, the Board of Directors, subject to the approval of Shareholders, based on recommendation of Nomination and Remuneration Committee, has revised the terms and conditions of remuneration as specified in the agreement entered into between the Company and Ms. Anuradha Prasad for remaining period with effect from October 1, 2017 to March 31, 2020.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as specified in Schedule V to the Companies Act, 2013 as amended from time to time.

All other terms and conditions, except remuneration as stated above relating to the appointment of Ms. Anuradha Prasad, Chairperson cum Managing Director as approved by the Members of the Company in the 22nd Annual General Meeting held on September 23, 2015 shall remain unchanged. Ms. Anuradha Prasad so long as she functions as Chairperson cum Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

The agreement entered into for revision of remuneration of Ms. Anuradha Prasad will be available for inspection on all working days during the business hour at the Registered Office of the Company up to the date of Annual General Meeting.

Considering Ms. Anuradha Prasad's experience in various fields, and the trend in the Films and Media industry, the terms of her remuneration are considered to be fair, justified and reasonable and are recommended for your approval.

Ms. Anuradha Prasad, Chairperson cum Managing Director and their relatives, are interested in the resolution set out at Item No. 5 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out at Item No. 5 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under section-II, Part-II of Schedule V of the Companies Act, 2013:

I GENERAL INFORMATION

| | | | | | |
|----|---|--|------------------|------------------|------------------|
| 1. | Nature of Industry | The Company is engaged in the business of Motion Picture, Video and Television Programs Production Activities. | | | |
| 2. | Date or expected date of commencement of commercial production | Commercial operations commenced in the year 1993. | | | |
| 3. | In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus | Not Applicable | | | |
| 4. | Financial performance based on given Indicators | (Rs. In Lakhs) | | | |
| | | Particulars | FY2016-17 | FY2015-16 | FY2014-15 |
| | | Paid Up Capital | 3760.66 | 3760.66 | 3572.66 |
| | | Reserve and Surplus | 22,574.00 | 22,836.29 | 22,742.81 |
| | | Total Revenue from Operation | 2440.46 | 2311.58 | 3153.74 |
| | | Total Expenses | 2772.65 | 3076.59 | 4752.85 |
| | | Profit before Tax | (297.95) | (694.86) | (1515.11) |
| | | Tax Expenses including Deferred Tax | (35.74) | (84.56) | (261.68) |
| | | Profit After Tax | (262.24) | (610.30) | (1253.43) |

| | | |
|----|--|--|
| 5. | Foreign investments or collaborators, if Any | The Company has not entered into any foreign collaboration and no direct capital investment has been made in the company in the last three financial years. Foreign investors, mainly comprising NRIs, FIIs and /or Foreign Nationals are investors in the Company on accounts of past issuance of securities / secondary market purchase. |
|----|--|--|

II INFORMATION ABOUT THE APPOINTEE:

| | | |
|----|---------------------------------|--|
| 1. | Background details | <p>Ms. Anuradha Prasad is a promoter of the Company age 55 years possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Some of the programs associated with Ms. Anuradha Prasad are AAJ KI BAAT (a talk show aired on DD Metro), ROZANA (news magazine on DD News Channel), ZAIKE KA SAFAR and RU-BA-RU (on Zee TV), Hindi film songs based game show HAI NA BOLO BOLO and CHALTI KA NAAM ANTAKSHRI (on Star Plus), KUMKUM - PYARA SA BANDHAN (on Star Plus), KHABEREIN BOLLYWOOD KI (a film based infotainment show on DD METRO), HAQEEQAT (series on human rights violation aired on Sahara TV) etc.</p> <p>In a journey spanning close to two decades; Ms. Anuradha Prasad has become one of the most influential person in the Indian entertainment industry today.</p> <p>Today, she has made BAG Network a brand that offers quality entertainment and media content across genres and a force to reckon with internationally.</p> |
| 2. | Recognition or awards | <p>For her immense contribution to Indian Television, Ms. Anuradha has won accolades and awards over the years. She is a member of CII and FICCI Entertainment Committee. She is on the board of Uttaranchal Film Development Council, and is an executive member of Film Producers Guild of India.</p> <p>Presently she has been awarded with prestigious award “Pt. Haridutt Sharma Award” in the field of Journalism, Writing and Social Services from the Vice President of India His Excellency Shri M. Hamid Ansari.</p> |
| 3. | Past Remuneration | <p>Ms. Anuradha Prasad was paid Rs. 100 lakhs as annual remuneration for the financial year 2016-17.</p> |
| 4. | Job profile and her suitability | <p>Ms. Anuradha Prasad is one of a promoters of the Company. She is Chairperson cum Managing Director of the Company.</p> <p>In recognition of her contribution as well as to derive benefit from her knowledge, skills and varied experience, Ms. Anuradha Prasad was re-appointed as Chairperson cum Managing Director of the Company with effect from April 1, 2015 for a period of 5 years.</p> <p>Ms. Prasad devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. She is having sound experience of Corporate management and possesses all required competencies and is ideally suited for the job.</p> <p>She has contributed immensely to the growth of the business of the Company. The Board believes that her guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p> |

| | | |
|----|---|---|
| 5. | Remuneration proposed | Details of proposed remuneration are stated in the explanatory statement to the special resolution at item no. 5 above in the Notice. |
| 6. | Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of her origin) | The remuneration proposed to be paid to Ms. Anuradha Prasad, Chairperson cum Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Ms. Anuradha Prasad before recommending the remuneration as proposed herein above. |
| 7. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Besides the remuneration proposed, Ms. Anuradha Prasad also holds 2,14,79,190 equity shares of the Company. She is not related to any directors or key managerial personnel of the Company. |

III OTHER INFORMATION

| | | |
|----|---|--|
| 1. | Reasons of loss or inadequate profits | The Company has made loss of Rs. 297.95 lakhs in year 2016-17. The loss in the past was due to some of the specific business lines having challenges due to market condition. |
| 2. | Steps taken or proposed to be taken for improvement | The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Under the leadership of Ms. Anuradha Prasad, the Company is continuously evaluating its business lines and is focusing in building its strong position in the profitable businesses and will pursue further synergistic opportunities in related areas. The Company is significantly augmenting its production house capacities which will give further boost to the revenue and profitability. In the medium term and long run, the profitability is expected to significantly increase with required efforts. |
| 3. | Expected increase in productivity and profits in measurable terms | The Company is very conscious about improvement in content production and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms. |

IV DISCLOSURES

| | |
|----|--|
| 1. | The information, as required, is provided under Corporate Governance Section of the Annual Report 2017. The remuneration package proposed to be given to Ms. Anuradha Prasad is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel. |
|----|--|

ITEM NO. 6

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly commend the Ordinary Resolution at item no. 6 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.6 of the accompanying Notice.

ITEM NO. 7 & 8

The Members of the Company had, authorized the Board of Directors(which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs.450 crores (Rupees Four Hundred Fifty Crores only), over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits to a sum not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180 (1) (c) and 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 7 and 8 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : 28.08.2017

Rajeev Parashar
Company Secretary
ACS No. 18631

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096

ANNEXURE

Brief Resume of Director seeking re-appointment at this Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard 2.

| | |
|---|---|
| Name | Mr. Sudhir Shukla |
| Age | 57 Years |
| Date of Birth | 11.08.1960 |
| Nationality | Indian |
| Date of Appointment | February 13, 2013 |
| Qualification | Bachelor's degree in Commerce from Kanpur University. |
| Experience and Expertise in specific functional area | 20 years of experience and General management consultancy, implementing Organizational control systems and corporate performance management solutions. |
| Details of remuneration sought to be paid | Sitting fees for the Board and Audit Committee meetings attended of the Company |
| Remuneration past drawn | Rs. 1,05,000/- (Sitting Fees) for the FY 2016-17 |
| Directorships held in other companies (excluding foreign Companies and section 8 companies) | <ol style="list-style-type: none"> 1. ARVR Communications Private Limited 2. Approach Films & Television Limited 3. B.A.G. Live Entertainment Limited 4. Skyline Tele Media Services Limited 5. E24 Glamour Limited 6. News24 Broadcast India Limited 7. Skyline Radio Network Limited |
| Membership / Chairmanship of Committees in the company | Holds chairmanship of Stakeholders Relationship Committee, Risk Management Committee and Securities Committee and membership in Audit Committee, Nomination and Remuneration Committee and ESOP Compensation Committee. |
| No. of Board Meeting attended | 5 (Five) |
| Terms and Conditions of appointment (if any) | Non-executive Director Liable to retire by rotation |
| Chairmanships/ Memberships of Committees in other Companies | <ol style="list-style-type: none"> 1. News24 Broadcast India Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) 2. E24 Glamour Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) 3. Skyline Radio network Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) |
| Relationship with other Directors | Not related to any Directors and Key Managerial Personnel of the Company |
| No. of shares held | 26,700 |

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : 28.08.2017

Rajeev Parashar
Company Secretary
ACS No. 18631

Registered Office:
352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096





B.A.G. FILMS AND MEDIA LIMITED

(CIN: L74899DL1993PLC051841)

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 3911 444, Fax No. 91 120 3911 401

Web: www.bagfilms.com, E-mail: info@bagnetnetwork.in

ATTENDANCE SLIP

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE TWENTY FORTH ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED TO BE 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.

.....
Member's Folio/DP ID-Client-ID

.....
Member's/ Proxy's name in Block Letters

.....
Member's/Proxy's Signature

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2016-2017 and Notice of the 24th Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016-2017 and the Notice of the AGM alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

B.A.G. FILMS AND MEDIA LIMITED

(CIN: L74899DL1993PLC051841)

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 3911 444, Fax No. 91 120 3911 401

Web: www.bagfilms.com, E-mail: info@bagnetnetwork.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| |
|------------------------|
| Name of Member(s) |
| Registered Address: |
| E-mail Id: |
| Folio No. / Client Id: |
| DP ID: |

I/ We being the member(s) of Shares of the above named Company hereby appoint:

- (1) Name:.....Address.....
 E-mail id.....Signature.....or failing him;
- (2) Name:.....Address.....
 E-mail id.....Signature.....or failing him;
- (3) Name:.....Address.....
 E-mail id.....Signature.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 24th Annual General Meeting of the Members of B.A.G. Films and Media Limited to be 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Item Nos. | Brief Particular of Resolution | Type of Resolution | Optional* | |
|-----------|---|--------------------|-----------|---------|
| | | | For | Against |
| 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. | Ordinary | | |
| 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. | Ordinary | | |
| 3. | To appoint M/s Kumar Khare & Co. Chartered Accountants, as Auditors of the Company and fixing their remuneration. | Ordinary | | |
| 4. | To issue warrants with an option to convert into equity shares on preferential basis. | Special | | |
| 5. | Revision of the terms of remuneration of Ms. Anurradha Prasad (DIN:00010716) Chairperson cum Managing Director of the Company. | Special | | |
| 6. | To consider and determine fees for delivery of any document. | Ordinary | | |
| 7. | To approve borrowing in excess of the paid up capital and fee reserves. | Special | | |
| 8. | To approve creation of charge on movable / special and immovable properties of the Company. | Special | | |

Signed thisday of2017

Signature of shareholder Signature of proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

| |
|-----------------------------------|
| Affix Re 1.00 Revenue Stamp |
|-----------------------------------|

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) For the resolutions, explanatory statements and Notes, please refer to the Notice of 24th Annual General Meeting.
- 3) *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- 4) Please complete all details including details of member(s) in the above box before submission.

