

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

"CIN: L74899DL1993PLC051841"

FC-23, Sector 16A, Film City,

Noida 201 301

Tel.: 0120 4602424 | Fax : 0120 3911401

Mail : info@bagnetnetwork.in

www.bagnetnetwork24.in

BAG/stx/letters/2018-19/AM/854
August 31, 2018

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 25th Annual General Meeting of the Company

Dear Sir/Madam


Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith copy of Notice of 25th Annual General Meeting of the Company to be held on Tuesday, September 25, 2018, at 4.00 P.M. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054.

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





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@bagnetnetwork.in

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of B.A.G. Films and Media Limited will be held on Tuesday, September 25, 2018 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, 2018 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Anuradha Prasad Shukla (DIN: 00010716) who retires by rotation, and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. **To Re-appoint Ms. Urmila Gupta (DIN: 00637110) as an Independent Director of the Company for Second Term.**

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Urmila Gupta (DIN: 00637110), who was appointed as an Independent Director and who holds office as an Independent Director up to June 24, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to June 24, 2024.”

4. **Consent of Members for Giving Loans/ Guarantees or providing securities and/or making investments.**

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 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) over and above 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.



RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

Place : Noida
Date : August 27, 2018

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.**
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
- The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (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 authorized representatives are requested to send duly certified copy of Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the ensuing Annual General Meeting so as to reach the company on or before September 23, 2018.
- 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.
- Pursuant to section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made there under, Shareholders are entitled to make nomination in respect of shares held by them in physical form.
- Members are requested to address all correspondence to the Registrar and Share Transfer Agent, (RTA), Alankit Assignments Limited, 3E/7, Alankit Heights, Jhandewalan Extension, New Delhi- 110 055.
- Members are requested to quote Folio numbers/ DPID and Client ID, as the case may be, in all correspondence with the Company.
- For security reasons briefcases, transistors, bags, tiffin boxes, cameras, binoculars etc. are not allowed inside the Auditorium.
- 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.
- Under Section 125 of the Companies Act, 2013 read with rules made there under 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.
- 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}/RTA unless a specific request for hard copy has been requested. Members are requested to update their email Id's with the Company for receiving the notices and other documents at their email address.

13. To ensure all communications/ monetary benefits are received promptly, all shareholders holding shares in physical form are requested to notify to the company, his/ her PAN/change in their address/bank details /email id/mobile number instantly by filling the KYC Form and by sending at the RTA office, at Alankit Assignments Limited, 3E/7, Alankit Heights, Jhandewalan Extension, New Delhi- 110 055. As per SEBI circular, the reminder 1 for updating the details of updation of PAN Card and bank particulars are annexed to the Notice.
14. The Shareholders of the Company had approved the appointment of M/s Kumar Khare & Co. Chartered Accountants as Statutory Auditors of the Company at the 24th Annual General Meeting of the Company which is valid till 29th Annual General Meeting of the Company. In accordance with the Companies (Amendments) Act, 2017 and enforcement of relevant provisions on 7th May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by Shareholders at every Annual General Meeting is no longer required.
15. 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.
16. Brief resume of the Directors 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 are provided in the Annexure to the Notice. The Directors have furnished the relevant disclosure for their appointment.
17. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the financial year 2017-18 shall also be available on the Company's website www.bagfilms.com for ready reference. The Notice of the 25th 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.
18. Electronic copy of the Notice of 25th 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.

19. Voting through electronic means

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) , 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 AGM 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 NSDL.

The facility for electronic voting system 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 AGM.

The Members who have cast their vote by remote e-voting prior to the AGM 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 or 91 120 460 2424 .

20. The remote e-voting period commences on **Friday, 21st September, 2018** at 9:00 a.m. (IST) and ends on **Monday, 24th September, 2018 at 5:00 p.m. (IST)**.
 - Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** i.e. **18th September, 2018** 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. 18th September, 2018** 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.

21. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of “B.A.G. Films and Media Limited”.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bagscrutinizer@gmail.com or info@bagnetwork.in with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
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. The Board of Directors has appointed M/s Balika Sharma & Associates Company Secretaries (Membership No. FCS 4816 and COP No. 3222), 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, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours from 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 her in writing and the Results shall be declared by the Chairperson or any person authorized by her 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.
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 till the date of AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Ms. Urmila Gupta (DIN: 00637110) was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 (the Act), vide resolution passed by the members at the Annual General Meeting held on June 25, 2014. As per the said resolution, she holds office as an Independent Director of the Company up to June 24, 2019 ("first term"). Ms. Urmila Gupta, being eligible and offer herself for re-appointment, is proposed to be appointed as an Independent Director for a second term of 5 (five) consecutive years, i.e. up to June 24, 2024.

However, in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

In the opinion of the Board, Ms. Urmila Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Urmila Gupta is independent to the management.

In the Performance Evaluation conducted for the year 2017-18, the performance of Ms. Urmila Gupta was evaluated satisfactory in the effective and efficient discharge of her role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from her relevant specialization and expertise. Details on her attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of Nomination and Remuneration Committee (NRC) on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Urmila Gupta as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Ms. Urmila Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received declaration from Ms. Urmila Gupta that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Details of Ms. Urmila Gupta are provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Ms. Urmila Gupta setting out the terms and conditions of her appointment is available for inspection by the members at the registered office of the Company.

Except Ms. Urmila Gupta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 of this Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4

The Company is required to borrow and make investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiaries) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or body corporate for an amount not exceeding Rs. 500 Crores over and above the aggregate of paid-up capital and free reserves (i.e. reserves not set apart for any specific purpose) of the Company.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

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

Place : Noida
Date : August 27, 2018

Rajeev Parashar
Company Secretary
ACS No. 18631

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

ANNEXURE

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED IS FURNISHED BELOW:

I. Ms. Anuradha Prasad Shukla

Age	55 Years
Nationality	Indian
Date of Appointment	Since Incorporation
Qualification	Master Degree in Political Science from Delhi University.
Nature of Expertise	<p>Ms. Anuradha Prasad Shukla started her career in the 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>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. In a journey spanning close to more than two decades; Ms. Anuradha Prasad has become one of the most influential person in the Indian entertainment industry today.</p>
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> 1. ARVR Communications Private Limited 2. Skyline Radio Network Limited 3. E24 Glamour Limited 4. News24 Broadcast India Limited 5. Skyline Tele Media Services Limited
Chairmanships/ Memberships of Committees in other Companies	<ol style="list-style-type: none"> 1. E24 Glamour Limited Audit Committee (Member) Nomination and Remuneration Committee (Member)
Relationship with other Directors	None
No. of shares held	21,479,190

II. Ms. Urmila Gupta

Age	75 Years
Nationality	Indian
Date of Appointment	June 25, 2014
Qualification	Post Graduate from Lucknow University
Nature of Expertise	She has been associated with Television throughout her career. She had a long association with the media both print and electronic having served senior management positions in Press Information Bureau, DAVP, AIR and Doordarshan. Among her major assignments in GOI was long stint heading the Directorate of Film Festivals, in which capacity she organized several national and International Film events in India and abroad and participated in Film fests in Cannes, Venice, Moscow, Tokyo, Algiers, Karlovy Vary, London etc. She was an Executive Director & Board member NFDC, Ministry of Information and Broadcasting, Children's Film Society. She was the first woman Director, P.R. for the Indian Railways under Press Information Bureau.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> 1. News24 Broadcast India Limited 2. Cinema Capital Contributory Company Private Limited 3. Ferro Alloys Corporations Limited 4. Facor Alloys Limited 5. Skyline Radio Network Limited
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. Skyline Radio Network Limited Audit Committee (Member) Nomination and Remuneration Committee (Member)
Relationship with other Directors	None
No. of shares held	0



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(CIN: L74899DL1993PLC051841)

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

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

REMINDER 1

Subject: A. Updation of PAN Card and Bank Details; and B. Intimation for dematerialization of Shares

Dear Member,

As per our records, you are an equity shareholder of the Company holding shares in physical form. We would like to draw your kind attention to the circulars issued by the Securities and Exchange Board of India (SEBI) requiring **your immediate attention / action** as under.

A. UPDATION OF PAN & BANK DETAILS

The SEBI vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that companies shall update the PAN and Bank Details of the shareholders in its record to credit the dividend directly in their bank accounts.

You are therefore, requested to submit the following documents immediately upon receipt of this letter to enable us to update the records:

1. Enclosed format duly filled in and signed by the Shareholder(s).
2. Self-attested copy of PAN Card of the Shareholder(s).
3. Cancelled Cheque with name (if name is not printed, bank attested copy of the first page of pass book showing name of account holder) of the first holder.
4. Address proof (self-attested copy of Aadhaar-card / Electricity bill / Telephone bill / Passport) of the first holder.

B. DEMATERIALISATION OF SHARES

The SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. December 5, 2018 all transfer of shares shall be permitted only in demat form except in case of transmission or transposition of Shares. In view of the same, you are requested to kindly convert your physical shares in to Demat form for transferring the shares on or after 05.12.2018.

You are requested to send the details under Annexure A above within 21 days from the date of this letter to the office of the Registrar & Transfer Agent of the Company as mentioned below.

Registrar & Transfer Agent
Alankit Assignments Limited
Alankit Heights, 3E/7, Jhandewalan Extension
New Delhi – 110055
Email : rta@alankit.com;
Telephones: +91 - 11 - 23541234, 42541234

In case if you have already taken the necessary action in terms of the said circulars of SEBI, you may kindly ignore this communication.

Thanking you,
Yours faithfully,
for **B.A.G. Films and Media Limited**

Sd/-
Rajeev Parashar
Company Secretary



Annexure-A

Updation of shareholders information as mandated by SEBI

To,
Alankit Assignments Limited
The Registrar Transfer Agent (RTA)
Unit: B.A.G. Films and Media Limited
Alankit Heights, 3E/7 Jhandewalan Extension,
New Delhi – 110055, India Email: rta@alankit.com
Telephone: +91-11-23541234, 42541234

I/We request you to record the following information against my Folio No.:

Name of Shareholder (s)	
Folio No.	
PAN (Enclose self-attested copy of PAN card/s of all holders)	
Email ID/Mobile:	
Bank Account No. (Enclose name printed original cancelled cheque /self attested copy of passbook with details of account holder printed):	
Name of Bank/Branch:	
Bank A/c Type (Saving/Current/ NRE/NRO) :	
Account Number (as appearing in cheque) : #	
IFSC No. (11 Digit) :	
MICR No. (9 digit) (as per appearing in cheque) :	
Name of Shareholder (s)	Signature of Shareholder (s)
I.	
II.	
III.	

#A blank cancelled cheque with name of the first holder is enclosed to enable verification of bank details.

(Note: all enclosures are mandatory)

I/We hereby declare that the particulars given above are correct and complete.



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@bagnetwork.in

ATTENDANCE SLIP

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED TO BE HELD ON TUESDAY, SEPTEMBER 25, 2018 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 2017-2018 and Notice of the 25th 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 2017-2018 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 (either on poll or through e-voting) for me/ us and on my/our behalf at the 25th Annual General Meeting of the Members of the Company to be held on Tuesday, September 25, 2018 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 Consolidated Financial Statements) of the Company for the financial year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.	Ordinary		
2.	To appoint a Director in place of Ms. Anuradha Prasad Shukla (DIN: 00010716) who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		
3.	To re-appoint Ms. Urmila Gupta (DIN:00637110) as an Independent Director of the Company for second term.	Special		
4.	Consent of Members for giving loans/guarantees or providing securities and/or meeting investments.	Special		

Signed thisday of2018



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.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 25th Annual General Meeting.
- *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.
- Please complete all details including details of member(s) in the above box before submission. Blank / incomplete proxies shall be considered as invalid.

