

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/861
September 27, 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: Voting Results of 25th Annual General Meeting of the Company****Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

Dear Sir/Madam

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Voting Results alongwith Scrutinizer's Report with respect to the Resolutions passed in the 25th Annual General Meeting of the Members of the Company 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

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



Date of AGM	25-Sep-18						
Total Number of Shareholders as on Record Date:	52756						
No. of Shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group:	5 (in person)						
Public:	17062 (in person)						
No. of Shareholders attended the meeting through Video Conferencing:							
Promoters and Promoter Group:	Nil						
Public:	Nil						

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No.1 : (Ordinary Resolution)								
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.								
Whether Promoter/Promoter Group are interested in the Agenda/Resolution								
No								
Promoter and Promoter Group <i>B.A.G. Films and Media Limited</i> Public Institutions <i>Company Secretary</i> Public-Non Institutions	Remote E-Voting	77602658	77602658	100.00	77602658	0	100.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00
	Total	77602658	77602658	100.00	77602658	0	100.00	0.00
	Remote E-Voting	0	0	0	0	0	0.00	0.00
	E-Voting at AGM		0	0	0	0	0.00	0.00
Total	0	0	0	0	0	0	0.00	0.00
Public-Non Institutions	Remote E-Voting	110515432	2290439	2.07	2290414	25	100.00	0.00
	E-Voting at AGM		2706	0.00	2706	0	100.00	0.00
	Total	110515432	2293145	2.07	2293120	25	100.00	0.00
Total		188118090	79895803	42.47	79895778	25	100.00	0.00
Resolution No.2 : (Ordinary Resolution)								
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.								
Whether Promoter/Promoter Group are interested in the Agenda/Resolution								
Yes								

Promoter and Promoter Group	Remote E-Voting	77602658	0	0.00	0	0	0	0.00	0.00
	E-Voting at AGM		0	0.00	0	0	0.00	0.00	0.00
	Total	77602658	0	0.00	0	0	0.00	0.00	0.00
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	0.00
Public – Institutions	E-Voting at AGM		0	0.00	0	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00	0.00
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00	0.00
Public-Non Institutions	Remote E-Voting	110515432	2290339	2.07	2286814	3525	99.85	0.15	
	E-Voting at AGM		2697	0.00	2697	0	100.00	0.00	
	Total	110515432	2293036	2.07	2289511	3525	99.85	0.15	
	Total	188118090	2293036	1.22	2289511	3525	99.85	0.15	
Resolution No.3: (Special Resolution)									
To re-appoint Ms. Urmila Gupta (DIN: 00637110) as an Independent Director of the Company for second term.									
Whether Promoter/Promoter Group are interested in the Agenda/Resolution									
No									
Promoter and Promoter Group	Remote E-Voting	77602658	77602658	100.00	77602658	0	100.00	0.00	
	E-Voting at AGM		0	0.00	0	0	0.00	0.00	
	Total	77602658	77602658	100.00	77602658	0	100.00	0.00	
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	
Public – Institutions	E-Voting at AGM		0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
Public-Non Institutions	Remote E-Voting	110515432	2290339	2.07	2284714	5625	99.75	0.25	
	E-Voting at AGM		2697	0.00	2697	0	100.00	0.00	
	Total	110515432	2293036	2.07	2287411	5625	99.75	0.25	
	Total	188118090	79895694	42.47	79890069	5625	99.99	0.01	
Resolution No.4: (Special Resolution)									
Consent of Members for giving loans/guarantees or providing securities and/or making investments.									
Whether Promoter/Promoter Group are interested in the Agenda/Resolution									
No									
Promoter and Promoter Group	Remote E-Voting	77602658	77602658	100.00	77602658	0	100.00	0.00	
	E-Voting at AGM		0	0.00	0	0	0.00	0.00	
	Total	77602658	77602658	100.00	77602658	0	100.00	0.00	
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	
Public – Institutions	E-Voting at AGM		0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
	Remote E-Voting at AGM	0	0	0.00	0	0	0.00	0.00	
	Total	0	0	0.00	0	0	0.00	0.00	
Public-Non Institutions	Remote E-Voting	110515432	2290339	2.07	2284714	5625	99.75	0.25	
	E-Voting at AGM		2697	0.00	2697	0	100.00	0.00	
	Total	110515432	2293036	2.07	2287411	5625	99.75	0.25	
	Total	188118090	79895694	42.47	79890069	5625	99.99	0.01	

B.A.G. Films and Media Limited

Login Kumar
Company Secretary



Balika Sharma And Associates
Company Secretaries

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E-mail Id: balikasharma@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairperson
B.A.G. Films and Media Limited
CIN: L74899DL1993PLC051841
352, Aggarwal Plaza, Plot No.8, Kondli,
New Delhi - 110 096

Dear Madam,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting (Tablet Based Electronic Voting) at the AGM

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practicing Company Secretary, was appointed as Scrutinizer by the Board of Directors of B.A.G. Films and Media Limited (the Company) for the purpose of scrutinizing the voting process i.e. remote-e-voting and tablet based electronic voting (e-voting) at the 25th Annual General Meeting (AGM) under the provision of Section 108 of the Companies Act, 2013 read with the Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions mentioned in the Notice of AGM dated August 27, 2018 for 25th Annual General Meeting of the Company 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.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e. 18th September, 2018, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolutions as set out in Item Nos. 1 to 4 in the Notice of the 25th Annual General Meeting of the Company.
3. The remote e-voting period commenced on Friday, 21st September, 2018 at 9:00 a.m. (IST) and ended on Monday, 24th September, 2018 at 5:00 p.m. (IST) via e-voting platform on the designated website of National Securities Depositories Limited (NSDL), viz. , <https://www.evoting.nsdl.com> , authorised agency to provide e-voting facility.
4. In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the General Meeting as e-voting had been offered to the Shareholders.

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C. P. No. 3222





Balika Sharma And Associates
Company Secretaries

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Therefore, the Chairperson ordered the poll by means of Tablet Based Electronic Voting System facilitated by National Securities Depositories Limited (NSDL) at the 25th Annual General Meeting of the Company as per Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended.

5. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 read with the Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the Notice of the 25th Annual General Meeting of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report on the votes casted "For" or "Against" the resolutions as stated in the Notice of the 25th Annual General Meeting.
6. After completion of e-voting at the AGM, the votes cast through Tablet Based Electronic Voting were unlocked first and thereafter, the votes casted through remote e-voting were unlocked in the presence of two witnesses Ms. Nikita Gupta (Flat No. 237, Bharat Apartment, Sector - 13, Rohini, New Delhi-110085) and Ms. Pushpa Joshi (Flat No. 32, NDMC Housing Complex, Sector-11, Rohini, New Delhi-110085), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

1. Name: Nikita Gupta

2. Name: Pushpa Joshi

7. After completion of e-voting at the AGM votes casted by the Shareholders were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
8. I hereby now submit the Consolidated Report on the Result of the e-voting through Tablet Based Electronic Voting at the AGM and remote e-voting are as under in respect of the said Resolutions:





Balika Sharma And Associates
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RESOLUTION NO. 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 RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	2706		79893072	79895778	100.00
Dissent	0		25	25	0.00
Total	2706		79893097	79895803	100.00

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-A**.

RESOLUTION 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 RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	2697		2286814	2289511	99.85
Dissent	0		3525	3525	0.15
Total	2697		2290339	2293036	100.00

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-B**.

RESOLUTION 3: To re-appoint Ms. Urmila Gupta (DIN: 00637110) as an Independent Director of the Company for second term.

SPECIAL RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	2697		79887772	79890469	99.99
Dissent	0		5225	5225	0.01
Total	2697		79892997	79895694	100.00

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-C**.

GST No. : 07AMAPS 9564 K1ZE

Membership No. 4816, C. P. No. 3222





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

SPECIAL RESOLUTION					
Particulars	Number of Valid Votes			Percentage	
	E-Votes AGM	at	Remote E- Votes		Total
Assent	2697		79887372	79890069	99.99
Dissent	0		5625	5625	0.01
Total	2697		79892997	79895694	100.00

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-D.**

- The Registers and other relevant records relating to remote e-voting and e-voting at AGM shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
- Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 25th Annual General Meeting of the Company to announce the result of the meeting.

Thanking you,
Yours faithfully
For Balika Sharma & Associates



Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816

Place: New Delhi
Date: 27.09.2018



Balika Sharma And Associates
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Annexure-A

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

A1: Voting through E-Voting at AGM:

	Particulars	No. of Voters		Paid-Up value of Equity Shares (in Rs.)
		No. of Voters	No. of Equity Shares	
a)	Total Votes received	36	2706	5412
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	36	2706	5412
d)	Total no. of votes with assent for the Resolution	36	2706	5412
e)	Total no. of votes with dissent for the Resolution	0	0	0

A2: Voting through Remote E-Voting :

	Particulars	No. of Voters		Paid-Up value of Equity Shares (in Rs.)
		No. of Voters	No. of Equity Shares	
a)	Total Votes received	42	79893097	159786194
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	42	79893097	159786194
d)	Total no. of votes with assent for the Resolution	41	79893072	159786144
e)	Total no. of votes with dissent for the Resolution	1	25	50





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Annexure B

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 2 are as under:

B1: Voting through E-Voting at AGM:

Particulars			Paid-Up value of Equity Shares
	No. of Voters	No. of Equity Shares	(in Rs.)
a) Total Votes received	32	2697	5394
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	32	2697	5394
d) Total no. of votes with assent for the Resolution	32	2697	5394
e) Total no. of votes with dissent for the Resolution	0	0	0

B2: Voting through Remote E-Voting :

Particulars			Paid-Up value of Equity Shares
	No. of Voters	No. of Equity Shares	(in Rs.)
a) Total Votes received	34	2290339	4580678
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	34	2290339	4580678
d) Total no. of votes with assent for the Resolution	30	2286814	4573628
e) Total no. of votes with dissent for the Resolution	4	3525	7050





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Annexure C

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

C1: Voting through E-Voting at AGM:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	32	2697	5394
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	32	2697	5394
d)	Total no. of votes with assent for the Resolution	32	2697	5394
e)	Total no. of votes with dissent for the Resolution	0	0	0

C2: Voting through Remote E-Voting:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	41	79892997	159785994
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	41	79892997	159785994
d)	Total no. of votes with assent for the Resolution	37	79887772	159775544
e)	Total no. of votes with dissent for the Resolution	4	5225	10450





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Annexure D

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 4 are as under:

D1: Voting through E-Voting at AGM:

	Particulars			Paid-Up value of Equity Shares (in Rs.)
		No. of Voters	No. of Equity Shares	
a)	Total Votes received	32	2697	5394
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	32	2697	5394
d)	Total no. of votes with assent for the Resolution	32	2697	5394
e)	Total no. of votes with dissent for the Resolution	0	0	0

D2: Voting through Remote E-Voting:

	Particulars			Paid-Up value of Equity Shares (in Rs.)
		No. of Voters	No. of Equity Shares	
a)	Total Votes received	41	79892997	159785994
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	41	79892997	159785994
d)	Total no. of votes with assent for the Resolution	36	79887372	159774744
e)	Total no. of votes with dissent for the Resolution	5	5625	11250

