

Balika Sharma & Associates

(Company Secretary In Practice)

Flat No. 211, Pocket A/3,
Sector-7, Rohini, New Delhi
Pin Code- 110085
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Secretarial Audit Report

1. For the Quarter ended	:30.09.2008					
2. ISIN	INE116D01028					
3. Face Value	:Rs. 2/- each					
4. Name of the Company	B.A.G. Films & Media Limited					
5. Registered Office Address	C-4, Shivalik, Near Malviya Nagar Market, New Delhi 110017.					
6. Coresspondance Address	FC-23,Sec.16A, Film City, Noida-201301					
7. Telephone & Fax	:95120 -3911444 Fax 95120-3911401					
8. E-mail Address	rajeev.parashar@bagnetnetwork.in					
9. Stock Exchange where the Company's Securities are Listed	:DSE, BSE and NSE					
Particulars		Number of shares	% of Total Issued Capital			
10. Issued Capital		112632549	99.84			
11. Listed Capital (Exchange-wise)						
BSE**		108024649	99.83			
NSE**		108024649	99.83			
DSE**		108024649	99.83			
12. Held in dematerialised form in NSDL		74376961	68.73			
13. Held in dematerialised form in CDSL		23965801	22.15			
14. Physical		14289787	13.21			
15. Total No. of shares (12+13+14)		112632549	104.08			
16. Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15) There is a difference of 8300 shares between (10 & 11) and (11 & 15) which were converted from partly to fully paid-up duly executing the corporate action. However the listing of the same at the Stock Exchanges is pending.						
17. Certifying the details of changes in share capital during the quarter under consideration as per Table:						
Particulars**	No. of Shares	Applied/Not Applied for Listing	Listed on Exchanges	Whether Intimated to		In-prin. Appr.Pending
				CDSL	NSDL	
** Rights/Bonus/Preferential/ESOPs/Amalagamation/Conversion/Buyback/Capital Reduction						
18. Register of Members is updated (Yes/No) if not, updated upto which date						Yes
19. Reference to previous quarter with regards to excess dematerialised shares, if any						N.A.
20. Has the company resolved the matter in point no. 19 above in the current quarter?						N.A.
21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:						
Total No. of demat requests		No. of requests		No. of shares	Reasons for delay	
Confirmed after 21 days		Nil		Nil	N.A	
Pending for more than 21 days		Nil		Nil	N.A	
22. Name, Telephone & Fax No. of the Compliance Officer of the Co.			Rajeev Parashar, Fax-95120-3911401 Tel No. 95-120-3911444			
23. Name of Certifying CA/Cs Regn No Address Telephone & Fax No.			Balika Sharma, Company Secretary FCS. No.4816; C.P.No. 3222 Flat No. 211, Pocket A/3,Sector-7, Rohini, New Delhi-85. Tel No. 011-27931217			
24. Appointment of common agency for share registry work, Name and Address			Alankit Assignments Ltd. Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055			
25. Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name, etc.) The Company has changed its Name from B.A.G Films Ltd to B.A.G Films & Media Limited vide fresh Certificate of Incorporation issued by Registrar of Companies, NCT of Delhi & Haryana dated May 01, 2007.						

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Secretarial Audit Report

1. For the Quarter ended	30.09.2008					
2. ISIN	IN9116DO1018					
3. Face Value	Rs. 1/- each					
4. Name of the Company	B.A.G. Films & Media Limited					
5. Registered Office Address	C-4, Shivalik, Near Malviya Nagar Market, New Delhi 110017.					
6. Correspondance Address	FC-23, Sec.16A, Film City, Noida-201301					
7. Telephone & Fax	95120 -3911444 Fax 95120-3911401					
8. E-mail Address	rajeev.parashar@bagnetnetwork.in					
9. Names of the Stock Exchange where the Company's Securities are Listed	DSE, BSE and NSE					
Particulars				Number of shares	% of Total Issued Capital	
10. Issued Capital				180541	0.17	
11. Listed Capital (Exchange-wise)						
BSE**				180541	0.17	
NSE**				180541	0.17	
DSE**				180541	0.17	
12. Held in dematerialised form in NSDL				119255	0.11	
13. Held in dematerialised form in CDSL				23786	0.02	
14. Physical				37500	0.03	
15. Total No. of shares (12+13+14)				180541	0.17	
16. Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15)				NIL		
17. Certifying the details of changes in share capital during the quarter under consideration as per Table:						
Particulars**	No. of Shares	Applied/Not Applied for Listing	Listed on Exchanges	Whether Intimated to		In-prin. Appr. Pending
				CDSL	NSDL	
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
** Rights/Bonus/Preferential/ESOPs/Amalgamation/Conversion/Buyback/Capital Reduction						
18. Register of Members is updated (Yes/No) if not, updated upto which date					Yes	
19. Reference to previous quarter with regards to excess dematerialised shares, if any					N.A.	
20. Has the company resolved the matter in point no. 19 above in the current quarter?					N.A.	
21. Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:						
Total No. of demat requests	No. of requests	No. of shares	Reasons for delay			
Confirmed after 21 days	Nil	Nil	N.A.			
Pending for more than 21 days	Nil	Nil	N.A.			
22. Name, Telephone & Fax No. of the Compliance Officer of the Co.			Rajeev Parashar, Fax-95120-3911401 Tel No. 95-120-3911444			
23. Name of Certifying CA/CS Regn No Address Telephone & Fax No.			Balika Sharma, Company Secretary FCS. No.4816; C.P.No. 3222 Flat No. 211, Pocket A/3, Sector-7, Rohini, New Delhi-85. Tel No. 011-27931217			
24. Appointment of common agency for share registry work, Name and Address			Alankit Assignments Ltd. Alankit House, 2E/21, Jhandewalan Extension, New Delhi - 110055			
25. Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name, etc.)						
The Company has changed its Name from B.A.G Films Ltd to B.A.G Films & Media Limited vide fresh Certificate of Incorporation issued by Registrar of Companies, NCT of Delhi & Haryana dated May 01, 2007.						