

**Secretarial Audit Report**

1. For the Quarter ended	31.03.2008
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	<a href="mailto:rajeev.parashar@bagfilms.com">rajeev.parashar@bagfilms.com</a>
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	108024249	99.83
11. Listed Capital (Exchange-wise)		
BSE**	102602099	94.81
NSE**	102602099	94.81
DSE**	102602099	94.81
12. Held in dematerialised form in NSDL	66808333	61.74
13. Held in dematerialised form in CDSL	11289941	10.43
14. Physical	29925975	27.65
15. Total No. of shares (12+13+14)	108024249	99.83

16. Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15)  
There is a difference of 5422150 shares between (10 & 11) and (11 & 15), out of which 22150 Equity Shares were converted from partly to fully paid-up duly executing the corporate action and remaining 5400000 Equity shares were allotted to M/s Anu Films & Communications Pvt. Ltd. on conversion of equal no. of warrants. The listing applications of the same have been filed with the stock Exchange.

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	
Preferential issue	14800000	Applied	NSE/BSE/NSE	In physical issued		NO

\*\* 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:			
<b>Total No. of demat requests</b>	<b>No. of requests</b>	<b>No. of shares</b>	<b>Reasons for delay</b>
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.	<b>Balika Sharma, Company Secretary</b> 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	<b>Alankit Assignments Ltd.</b> 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.