

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**For the Quarter ending on December 31, 2009**

**Name of the Company : B.A.G. FILMS AND MEDIA LIMITED** (formerly B.A.G Films Limited)

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	No remuneration is paid to the non-executive directors. Professional fees is being paid to Mr. Rajiv Shukla with the approval of Central Government, which the company has been disclosing in its Annual Report
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Being Disclosed in the Annual Report
(B) Disclosure of Accounting Treatment	49 (IV B)	N/A	In the preparation of financial statements there is no treatment different from that prescribed in the Accounting Standards
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Being Disclosed in the Annual Report
(F) Management	49 (IV F)	Yes	Being Disclosed in the Annual Report
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Being Disclosed in the Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Being Disclosed in the Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	Being Disclosed in the Annual Report