

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31.03.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:** : L74899DL1993PLC051841
- ii) **Registration Date** : 22nd January, 1993
- iii) **Name of the Company** : B.A.G. Films and Media Limited
- iv) **Category / Sub-Category of the Company** : Public Company/
Limited by Shares/Indian Non-Government Company
- v) **Address of the Registered office and contact details:** : 352, Aggarwal Plaza, Plot No-8, Kondli, New Delhi-110096.
Tel. : 91 120 460 2424
Fax: 91 120 3911401
E-mail: info@bagnetnetwork.in
Website: www.bagnetnetwork24.in
- vi) **Whether listed company:** : Yes
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any:** : Alankit Assignments Limited,
Alankit Heights, 3E/7, Jhandewala Extension, New Delhi- 110055.
Tel. : 011-42541234 ,
Fax: 011-23552001
E-mail: info@alankit.com
Website: www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Motion Picture, Video and Television Programs Production Activities	5911	65.67
2	Leasing of Production and Broadcast Equipments and/ are other assets	7730	34.33

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
1	Skyline Radio Network Limited A-60, Basement, Near Malviya Nagar Market, New Delhi-110017	U92132DL2005PLC142230	Subsidiary	71.05	2(87)
2	E24 Glamour Limited 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096	U92419DL2007PLC160548	Subsidiary	69.23	2(87)
3	News24 Broadcast India Limited 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096	U32204DL2007PLC162094	Subsidiary	53.82	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category	Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2018)				No. of Shares held at the end of the year (31 st March, 2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
1	Indian									
(a)	Individuals/ HUF	21507790	-	21507790	11.43	21507790	-	21507790	10.87	-0.56
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	56094868	-	56094868	29.82	65894868	-	65894868	33.29	3.47
(e)	Banks /FI	-	-	-	-	-	-	-	-	-
(f)	Any other	-	-	-	-	-	-	-	-	-
	Sub – Total (A) (1)	77602658	-	77602658	41.25	87402658	-	87402658	44.16	2.91
2	Foreign	-	-	-	-	-	-	-	-	-
(a)	NRI – Individuals	-	-	-	-	-	-	-	-	-
(b)	Other – Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks /FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	Sub – Total (A) (2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A) (1) + (A) (2)	77602658	-	77602658	41.25	87402658	-	87402658	44.16	2.91
(B)	Public shareholding	-	-	-	-	-	-	-	-	-
1	Institutions	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
(b)	Banks /FI	-	-	-	-	-	-	-	-	-
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Other (specify):	-	-	-	-	-	-	-	-	-
	Sub – Total (B) (1)	-	-	-	-	-	-	-	-	-
2	Non-Institutions	-	-	-	-	-	-	-	-	-
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
	i) Indian	24197123	2	24197125	12.86	22012770	1	22012771	11.12	-1.74
	ii) Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals –	-	-	-	-	-	-	-	-	-

Category	Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2018)				No. of Shares held at the end of the year (31 st March, 2019)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	i) Individual shareholders holding nominal share capital up to Rs. 1 Lac	43572211	208838	43781049	23.27	43365593	200444	43566037	22.01	-1.26
	ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lac	41432448	70250	41502698	22.062	43687774	70250	43758024	22.11	0.05
(d)	Any other (specify)	-	-	-	-	-	-	-	-	-
	i)NRIs	910860	-	910860	0.484	1054900	-	1054900	0.533	0.048
	ii)OCBs	49300	49300	98600	0.052	49300	49300	98600	0.049	-0.003
	iii)Trust	25100	-	25100	0.013	25100	-	25100	0.013	0.00
	Sub - Total (B) (2)	110187042	328390	110515432	58.75	110195437	319995	110515432	55.84	-2.91
	Total Public Shareholding (B) = (B) (1) + (B) (2)	110187042	328390	110515432	58.75	110195437	319995	110515432	55.84	-2.91
	TOTAL (A) + (B)	187789700	328390	188118090	100	197598095	319995	197918090	100	0.00
(C)	Shares held by Custodians for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A) + (B) + (C)	187789700	328390	188118090	100	197598095	319995	197918090	100	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2018)			Shareholding at the end of the year (31 st March, 2019)			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anuradha Shukla	21479190	11.42	0	21479190	10.85	0	-0.57
2	Jyoti Shukla	1900	0.00	0	1900	0.00	0	0.00
3	Sudhir Shukla	26700	0.01	0	26700	0.01	0	0.00
4	ARVR Communications Private Limited	38194868	20.30	0	38194868	19.30	0	-1.00
5	Skyline Tele Media Services Limited	13650000	7.26	0	23450000	11.85	0	4.59
6	B.A.G. Live Entertainment Limited	4250000	2.26	0	4250000	2.15	0	-0.11
	Total	77602658	41.25	0	87402658	44.16	0	2.91

(iii) Change in Promoters' Shareholding:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2018)		Cumulative Shareholding during the year (2018-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Skyline Tele Media Services Limited*				
	At the beginning of the year	13650000	7.26	-	-
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase // decrease (e.g. allotment /transfer / bonus/ sweat equity etc): 30 th March, 2019: Allotment of Shares	9800000	4.59	23450000	11.85
	At the end of the year	23450000	11.85	23450000	11.85

*Apart from the above, there has been no change in the shareholding of promoter group of the Company during the year. The change in % is a reflection of and purely on account of the increase in paid-up capital due to allotment made to Skyline Tele Media Services Limited under preferential issue.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (April 1, 2018)		Cumulative Shareholding during the year (2018-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sameer Gehlaut	20250900	10.76	20250900	10.23
2	High Growth Distributors Private Limited	13078000	6.95	13078000	6.61
3	PAR Vision Consultancy Private Limited	1702054	0.90	1702054	0.86
4	Pragmatic Traders Private Limited	1400000	0.74	1400000	0.71
5	Sreekumar Kizhakke Kandoth	1157713	0.62	1157713	0.58
6	Nimish Talsania	990035	0.53	999999	0.51
7	Ritika Mukesh Agarwal	972500	0.52	1092500	0.55
8	Mukesh Kumar Agarwal	605000	0.32	870000	0.44
9	Narinder Pal Gupta	680072	0.36	820902	0.41
10	Girdharilal V Lakhi	754770	0.40	754770	0.38

(v) Shareholding of Directors and Key Managerial Personnel (KMPs):

Sl. No.	Directors*	Shareholding at the beginning of the year (April 1, 2018)		Cumulative Shareholding during the year (2018-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ms. Anuradha Prasad Shukla, Chairperson cum Managing Director				
	At the beginning of the year	21479190	11.42		
	Increase/Decrease in shareholding during the year	0	0	0	0
	At the end of the year	21479190	10.85	21479190	10.85

Sl. No.	Directors*	Shareholding at the beginning of the year (April 1,2018)		Cumulative Shareholding during the year (2018-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
2.	Mr. Sudhir Shukla, Director				
	At the beginning of the year	26700	00.01		
	Increase/Decrease in shareholding during the year	0	0	0	0
	At the end of the year	26700	00.01	26700	00.01
	Key Managerial Personnel*				
	At the beginning of the year	0	0		
	Increase/Decrease in shareholding during the year	0	0	0	0
	At the end of the year	0	0	0	0

* Note: Names of only those Directors & KMPs who held shares at any time during the year have been mentioned.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment” Refer **Notes to Financial Statement**.

The Company is not accepting any deposit under section 73 to 76 of the company Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Ms. Anuradha Prasad Shukla, Chairperson Cum Managing Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	160.00	160.00
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	160.00	160.00
	Ceiling as per the Act*	N.A.*	

*The above said remuneration is in compliance with provisions of Schedule V of the Companies Act, 2013 and the said payment is within the overall limit approved by Members of the Company.

B. Remuneration to other Directors:

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Dr. Anuradha Mishra	Ms. Urmila Gupta	Mr. Pankaj Chaturvedi	
1	Independent Directors				
	• Fee for attending board / committee meetings • Commission • Others, please specify	1.05	1.05	1.05	3.15
	Total (1)	1.05	1.05	1.05	3.15
2.	Other Non-Executive Directors			Mr. Sudhir Shukla	
	• Fee for attending board / committee meetings • Commission • Others, please specify			1.05	1.05
	Total (2)			1.05	1.05
	Total (B)=(1+2)	1.05	1.05	2.10	4.20
	Total Managerial Remuneration= (A+B)				164.20#
	Overall Ceiling as per the Act*				N.A.

The remuneration to Managing Director and other Directors (being the total of A and B).

*There is inadequate profit of the Company calculated as per section 198 of the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel Other Than Managing Director/Manager/Whole Time Director

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Name of KMP other than MD/WTD/Manager		
		Mr. Ajay Jain CFO	Mr. Rajeev Parashar Company Secretary	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	34.00	30.00	64.00
2.	Stock Option	-	-	
3.	Sweat Equity	-	-	
4.	Commission - as % of profit - others, specify...	-	-	
5.	Others, please Specify	-	-	
	Total	34.00	30.00	64.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (NIL)