

B.A.G. FILMS AND MEDIA LIMITED

(CIN: L74899DL1993PLC051841)

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 3911 444, Fax No. 91 120 3911 401

Web: www.bagfilms.com, mail: info@bagnetwork.in

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of B.A.G. Films and Media Limited will be held on Wednesday, September 28, 2016 at 4.00 p.m. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration by passing the following resolution with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, M/s Joy Mukherjee & Associates, Chartered Accountants (FRN: 006792C), be and are hereby re-appointed as the Statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors/Audit Committee.”

SPECIAL BUSINESS

4. **To appoint Mr. Pankaj Chaturvedi (DIN: 00003278) as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Pankaj Chaturvedi (DIN: 00003278), who was appointed as an Additional Director of the Company with effect from August 12, 2016 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Rules made thereunder, as amended from time to time, read with Schedule IV to the Act, Mr. Pankaj Chaturvedi (DIN: 00003278), a Non- Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 5 (five) years.”

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : August 12, 2016

Rajeev Parashar
Company Secretary
ACS No. 18631

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL ONLY, INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 (FOURTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (both days inclusive).
3. Members/Proxies should bring the Attendance Slip/Proxy Form duly completed and signed in accordance with the specimen signature registered with the Company for attending the Meeting. An Attendance Slip and Proxy Form are annexed to this report.
4. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of Board Resolution authorizing their representative to attend and vote at the ensuing Annual General Meeting so as to reach the company on or before September 26, 2016.
5. Members holding shares in electronic form are requested to intimate any change in their registered address/E-mail address and/or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to intimate any change in their registered address to the Secretarial Department of the Company or M/s Alankit Assignments Limited, the Registrar and Share Transfer Agent.
6. Pursuant to section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi- 110 055.
8. Members are requested to quote Folio numbers/ DPID and Client ID, as the case may be, in all correspondence with the Company.
9. For security reasons briefcases, transistors, bags, tiffin boxes, cameras, binoculars etc. are not allowed inside the Auditorium.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and form part of the Notice.
11. During the year, amount of unclaimed dividend for the financial year 2007-08 has been deposited in the Investor Education and Protection Fund (IEPF) established by Central Government.
12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs, the Company will send all correspondences like General Meeting Notices, Annual Reports and any other communication in future (hereinafter referred as "documents") in electronic form. Accordingly the Company sends all communications including the Notices along with Annual Report in electronic form to all the members whose email address is registered with Company/Depository Participant{DP}/Registrar & Share Transfer Agent (RTA) unless a specific request for hard copy has been requested.
13. The Company has received Notice(s) under section 141 of the Companies Act, 2013 from the Statutory Auditors of the Company, namely, M/s Joy Mukherjee & Associates Chartered Accountants confirming that their appointment if made, will be within the prescribed limits as per section 141 of the Companies Act, 2013. The auditors also informed that they had subjected themselves to the Peer Review Process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of ICAI.
14. The Annual accounts of the subsidiary companies along with the related detailed information are available for inspection at corporate office of the Company and of the subsidiaries concerned and copies will be made available to the shareholders of B.A.G. Films and Media Limited and its subsidiary companies upon request.
15. Brief resume of the Directors/person proposed to be appointed/re-appointed at the ensuing Annual General Meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the SEBI Listing Regulations) is provided in the Annexure to the Notice.
16. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for the financial year 2015-16 shall also be available on the Company's website www.bagfilms.com for ready reference. The Notice of the 23rd Annual General Meeting shall also be available on the website of National Securities Depositories Limited (NSDL), viz. www.evoting.nsdl.com. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from them, any time, as a member of the Company.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the AGM and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rules. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depositories Limited (**NSDL**).

The facility for voting by ballot/ polling paper shall also be made available at the AGM and the Members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Mr. Rajeev Parashar, Company Secretary for any grievances connected with electronic voting at the Corporate Office of the Company at FC-23, Sector 16A, Film City, Noida, 201301,(U.P.) Tel. # 91 120 39 11 444.

18. The remote e-voting period commences on **Saturday, 24th September, 2016 at 9:00 am (IST) and ends on **Tuesday, 27th September, 2016 at 5:00 pm (IST)**.**

- Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. 21st September, 2016** may opt for remote e-voting and cast their vote electronically.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 21st September, 2016** may obtain the login ID and password by sending an email to evoting@nsdl.co.in or info@bagnetnetwork.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- At the end of remote e-voting period, the facility shall forthwith be blocked.

19. The Board of Directors has appointed M/s Upendar Kumar Sharma & Associates, Practicing Company Secretaries (Membership No. ACS 24500 and COP No. 10001), as the Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairperson of the Company or any person authorized by him in writing and the Results shall be declared by the Chairperson or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.bagfilms.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of Result by the Chairperson or any person authorized by her in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

20. Please see the instructions below for details on e-Voting facility.

(I) In case of members receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz; "BAGFILMS e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.

- b. Launch internet browser by typing the following
URL: <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - "Login"
- d. Put user ID and password as initial password noted in step (a) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting: --- Active Voting Cycles."
- g. Select "EVEN" of BAG Films and Media Limited.
- h. Now you are ready for "e-voting" as "Cast Vote" page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail bagscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(II) In case of Members receiving the physical copy of Notice of AGM [for Members whose e-mail IDs are not registered with the Company/ depository participant(s) or requesting physical copy]:

- a. Initial password is provided with separate sheet annexed with Annual Report. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote.
21. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
 22. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the "downloads" section of www.evoting.nsdl.com.
 23. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Pankaj Chaturvedi (DIN: 00003278) was appointed as an Additional Director of the Company with effect from August 12, 2016 by the Board of Directors under Section 161(1) of the Companies Act 2013 (the Act) and the Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Pankaj Chaturvedi holds office only up to the date of the ensuing Annual General Meeting (AGM).

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Pankaj Chaturvedi for the office of Director of the Company.

The Directors are of the view that the appointment of Mr. Pankaj Chaturvedi will be beneficial to the Company and that the Company should receive the benefit of his valuable experience and advice and commends his appointment.

The Company has received a certificate from Mr. Pankaj Chaturvedi confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act as well as the relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the SEBI Listing Regulations). As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Pankaj Chaturvedi is an independent to the management and in the opinion of the Board, he fulfils the conditions specified in the Act read with rules made thereunder and in the SEBI Listing Regulations for appointment as an Independent Director of the Company. A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions would be available for inspection

without any fee to the members at the Registered Office of the Company during normal business hours on any working day.

Other than Mr. Pankaj Chaturvedi, none of the Directors and Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

Mr. Pankaj Chaturvedi is not related to any other Director of the Company.

The Board recommended passing of the resolution as set out at item no. 4 of the Notice.

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
 Date : August 12, 2016

Rajeev Parashar
 Company Secretary
 ACS No. 18631

Registered Office:
 352, Aggarwal Plaza, Plot No.8,
 Kondli, New Delhi-110096

ANNEXURE

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. Mr. Sudhir Shukla

Age	54 Years
Nationality	Indian
Date of Appointment	February 13, 2013
Qualification	Bachelor's degree in Commerce
Expertise in specific functional area	General management consultancy, implementing Organizational control systems and corporate performance management solutions.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1. ARVR Communications Private Limited
	2. Approach Films and Television Limited
	3. B.A.G. Live Entertainment Limited
	4. Skyline Tele Media Services Limited
	5. E24 Glamour Limited
	6. News24 Broadcast India Limited
Chairmanships/ Memberships of Committees in other companies	1. News24 Broadcast India Limited Audit Committee (Member)
	Nomination and Remuneration Committee (Member)
	2. E24 Glamour Limited Audit Committee (Member)
	Nomination and Remuneration Committee (Member)
Relationship with other Directors	None
No. of shares held	26,700

II. Mr. Pankaj Chaturvedi

Age	48 Years
Nationality	Indian
Date of Appointment	August 12, 2016
Qualification	Chartered Accountant and Bachelor's degree in Commerce.
Expertise in specific functional area	He has experience in handling Audits of Large Corporate and Banks. He is acting as Advisor to many Big Corporate Groups on Corporate Finance, Merger & Acquisitions and Risk Management.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1. Modern Rail Welders Private Limited
	2. Sagar Dymowld Private Limited
	3. Gordon House Estate Private Limited
	4. Galaxy Datamatics Private Limited
	5. First Advisory Services Private Limited
Chairmanships/ Memberships of Committees in other companies	None
Relationship with other Directors	None
No. of shares held	Nil



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Web: www.bagfilms.com, E-mail: info@bagnetwork.in

ATTENDANCE SLIP

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE TWENTYTHIRD ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED TO BE HELD ON WEDNESDAY, SEPTEMBER 28, 2016 AT 4.00 P.M. AT M P C U SHAH AUDITORIUM, SHREE DELHI GUJARATI SAMAJ MARG, CIVIL LINES, DELHI-110054.

.....
Member's Folio/DP ID-Client-ID

.....
Member's/ Proxy's name in Block Letters

.....
Member's/Proxy's Signature

Note:

1. Please complete the Folio/ DP ID-Client ID No. and name, sign this attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Electronic copy of the Annual Report for 2015-2016 and Notice of the 23rd Annual General Meeting (AGM) alongwith Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-2016 and the Notice of the AGM alongwith Attendance Slip and Proxy form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



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(CIN: L74899DL1993PLC051841)

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s)
Registered Address:
E-mail Id:
Folio No. / Client Id:
DP ID:

I/ We being the member(s) of Shares of the above named Company hereby appoint:

- (1) Name:.....Address.....
E-mail id.....Signature.....or failing him;
- (2) Name:.....Address.....
E-mail id.....Signature.....or failing him;
- (3) Name:.....Address.....
E-mail id.....Signature.....

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 23rd Annual General Meeting of the Members of B.A.G. Films and Media Limited to be held on Wednesday, September 28, 2016 at 4.00 P.M. at M P C U Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Civil Lines, Delhi-110054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Re-appointment of M/s Joy Mukherjee & Associates, Chartered Accountants, the retiring Auditors, as Auditors of the Company and fixing their remuneration		
SPECIAL BUSINESS			
ORDINARY RESOLUTION			
4.	To appoint Mr. Pankaj Chaturvedi (DIN: 00003278) as an Independent Director of the Company		

Signed thisday of2016

Signature of shareholder Signature of proxy holder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Affix Re 1.00
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 23rd Annual General Meeting.
- *It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including details of member(s) in the above box before submission.