

## B.A.G. Films and Media Limited

(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: 91 120 460 2424, Fax No. 91 120 3911 401

Web: www.bagnetwork24.in , mail: info@bagnetwork.in

(CIN: L74899DL1993PLC051841)

### NOTICE

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of B.A.G. Films and Media Limited will be held on Wednesday, September 25, 2019 at 3.30 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:

- To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.
- To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

- Re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), consent of the member of the company be and is hereby accorded for the re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director of the Company, for further period of 5 (Five) years from 1st April, 2020 to 31st March, 2025 on the terms and conditions including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Act as enumerated herein below:

#### Terms and Conditions of Re-appointment:

<b>Period</b>	From 1st April, 2020 to 31st March, 2025
<b>Salary</b>	Consolidated salary, perquisites and allowances: Rs.160 Lakhs (Rupee One Hundred Sixty Lakhs) per annum.
<b>Perquisites</b>	For this purpose perquisites are classified into categories A, B and C
<b>Category A</b>	
<b>I</b>	Reimbursement of leave travel expenses for self, subject to ceiling of one month’s basic salary per annum.
<b>II</b>	Reimbursement of medical expenses for self and family, subject to ceiling of one month’s basic salary per annum.
<b>III</b>	Personal accident insurance of an amount, the annual premium of which does not exceed Rs. 20,000/- (Rupee twenty thousand only).
<b>Category B</b>	
<b>I</b>	Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under Income Tax Act.
<b>II</b>	Gratuity payable should not exceed half a month’s salary for each completed year of service.
<b>Category C</b>	
Free landline telephone facility at residence along with free mobile phone facility. Long distance personal calls to be billed to the Company.	
Other allowances, benefits and perquisites admissible as per Rules of the Company, from time to time.	

**RESOLVED FURTHER THAT** Ms. Anuradha Prasad Shukla, Chairperson and Managing Director shall be entitled for the reimbursement of actual entertainment, traveling, boarding, and lodging expenses incurred by her in connection with the Company’s business and such other benefits/amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing resolution, Mr. Sudhir Shukla, Director and/or Mr. Rajeev Parashar, Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matter and things as may be considered necessary, proper or expedient to give effect to this resolution.”

**4. To approve transactions under section 185 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and any other applicable provisions of the Companies Act, 2013 (‘ the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date and all other rules, regulations, notifications and circulars issued (including any statutory modifications, clarifications, exemptions or re-enactments thereof, from time to time) and the relevant provisions of the Memorandum and Articles of Association of the Company and in furtherance to the existing loans given and in line with the approval already accorded by the shareholders of the Company under Section 186 of the Act, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loans / debentures / bonds etc. raised by company(ies)/ body corporate(s) in whom any of the Director of the Company is interested up to an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) in their absolute discretion deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

**RESOLVED FURTHER THAT** the Board of Directors is hereby authorized to delegate all or any of its powers conferred by the above resolution to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the above resolution and all actions taken by the Board of Directors or its delegates in connection with any matter(s) in respect of the existing loans, guarantees or providing securities, be and are hereby approved, ratified and confirmed in all respects.”

**5. To approve related party transactions under section 188 of the Companies Act, 2013**

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

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘ the Act’) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and the Company’s policy on Related party transactions, consent of the members of the Company be and is hereby accorded to the Board of Directors to enter into contract(s)/arrangement(s)/ transaction(s) with related parties, as given below, within the meaning of Section 2(76) of the Act and Regulation 2(1)zb of the Listing Regulations on such terms and conditions as may be mutually agreed upon, up to a maximum amount of Rs. 100 crores every year thereafter (Expected maximum annual value of transaction over the next three to four years), however that contract(s)/arrangement(s)/transaction(s) so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business:

Sr. No.	Nature of Transactions	Name of the Related Party	Relationship
1	Loan/Advances/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	News24 Broadcast India Limited	Subsidiary
2	Loan/Advances/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	E24 Glamour Limited	Subsidiary

Sr. No.	Nature of Transactions	Name of the Related Party	Relationship
3	Loan/Advances/Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	B.A.G. Live Entertainment Limited	KMP/Promoter Group
4	Loan/Advances/ Investment, purchase and/or sale of securities, transfer of assets/providing/availing of services/leasing of property of any kinds, etc.	Skyline Tele Media Services Limited	KMP/Promoter Group

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

**Rajeev Parashar**  
Company Secretary

Place: Noida  
Date : August 07, 2019

**Registered Office:**  
352, Aggarwal Plaza, Plot No.8,  
Kondli, New Delhi-110096  
Tel: 91 120 460 2424  
[www.bagnetwork24.in](http://www.bagnetwork24.in)

#### NOTES:

- 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.**  
**A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
- The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive).
- 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 is annexed to this Notice.
- Corporate Members intending to send their authorized representatives are requested to send duly certified copy of Board Resolution / Power of Attorney authorizing their representative to attend and vote on their behalf at the ensuing Annual General Meeting so as to reach the company on or before September 23, 2019.
- 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 advise 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 there under, 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, (RTA) Alankit Assignments Limited, 3E/7, Alankit Heights, 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 Annual General Meeting is annexed hereto and form part of the Notice.
11. Under Section 125 of the Companies Act, 2013 read with rules made there under the amount of unclaimed or unpaid dividend for the period of seven year or more from the due date is required to be deposited in the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
12. In view of the "Green Initiative" announced by Ministry of Corporate Affairs and circular issued by the Securities and Exchange Board of India (SEBI), 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. Members are requested to update their email Id's with the Company for receiving the notices and other documents at their email address.
13. To ensure all communications/ monetary benefits received promptly, all shareholders holding shares in physical form are requested to notify to the company, his/ her PAN/change in their address/bank details /email id/mobile number instantly by filling the form as annexed with the Notice and by sending the same at the RTA office, at Alankit Assignments Limited, 3E/7, Alankit Heights, Jhandewalan Extension, New Delhi- 110 055.
14. The Shareholders of the Company had approved the appointment of M/s Kumar Khare & Co. Chartered Accountants as Statutory Auditors of the Company at the 24<sup>th</sup> Annual General Meeting of the Company which is valid till 29<sup>th</sup> Annual General Meeting of the Company. In accordance with the Companies (Amendments) Act, 2017 and enforcement of relevant provisions on 7<sup>th</sup> May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by Shareholders at every Annual General Meeting is no longer required.
15. 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.
16. Brief resume of the Directors proposed to be appointed/re-appointed at the Annual General Meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and in accordance with the provisions of Companies Act, 2013 read with Secretarial Standard-2 are provided in the Annexure to the Notice. The Directors have furnished the relevant disclosure for their appointment.
17. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2018-19 shall also be available on the Company's website [www.bagnetnetwork24.in](http://www.bagnetnetwork24.in) for ready reference. The Notice of the 26<sup>th</sup> Annual General Meeting shall also be available on the website of National Securities Depositories Limited (NSDL), viz. [www.evoting.nsdl.in](http://www.evoting.nsdl.in) . 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.
18. Electronic copy of the Notice of 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) unless such member requests for a physical copy of the same.
19. **Voting through electronic means**  
In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) , 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 General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. 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 **NSDL**.

The facility for voting, either through electronic voting system and/or 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 AGM.

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. # 91 120 460 24 24.

20. The remote e-voting period commences on **Saturday, 21<sup>st</sup> September, 2019 at 9:00 am (IST)** and ends on **Tuesday, 24<sup>th</sup> September, 2019 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. **18<sup>th</sup> September, 2019** 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 meeting.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the **cut-off date** i.e. **18<sup>th</sup> September, 2019** may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@bagnetnetwork.in](mailto: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](http://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.

21. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of "B.A.G. Films and Media Limited".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bagscrutinizer@gmail.com](mailto:bagscrutinizer@gmail.com) or [info@bagnetwork.in](mailto:info@bagnetwork.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
22. If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.
23. The Board of Directors has appointed M/s Balika Sharma & Associates, Company Secretaries (Membership No. FCS 4816 and COP No. 3222), as Scrutinizer for conducting the e-voting process in accordance with the law and in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are 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 her in writing and the Results shall be declared by the Chairperson or any person authorized by her thereafter.
- The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.bagnetwork24.in](http://www.bagnetwork24.in) and on the website of NSDL 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.
24. 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 till the date of AGM.
25. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding share in electronic form are, therefore, required to submit their PAN to their depository participant. Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents.
26. You can update your mobile number and email id in the user profile details of the folio which may be used for sending communication(s) regarding e-voting system in future.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 3**

Ms. Anuradha Prasad Shukla (DIN: 00010716) was re-appointed as Chairperson cum Managing Director of the Company vide resolution passed by the members at the 22<sup>nd</sup> Annual General Meeting held on September 23, 2015 for a period of 5 (five) years expires on March 31, 2020.

The Board of Directors of the Company upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on August 07, 2019 and subject to the approval of Members of the Company, re-appointed Ms. Anuradha Prasad Shukla as the Chairperson and Managing Director of the Company for a further period of 5 (Five) years w.e.f. 1st April, 2020.

Pursuant to the provisions of Sections 196, 197, 198, 200, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Board recommends the re-appointment of Ms. Anuradha Prasad Shukla as the Chairperson and Managing Director of the Company, to the Members for their approval.

The Companies (Amendment) Act, 2017 brought changes in the provisions of section 197 and schedule V of the Act relating to appointment and remuneration of Managerial Personnel by removing the requirement of Central Government approval for payment of remuneration and also limits of managerial remuneration in case of no profit or inadequate profits.

The Companies (Amendment) Act, 2017 replace the Central Government approval with the requirement of obtaining shareholders' approval through a special resolution.

The terms of appointment and remuneration in the resolution is in accordance with the applicable provisions of the Act, Rules made thereunder read with Schedule V to the Companies Act, 2013 as amended from time to time.

In relation to the disclosures required to be made pursuant to the provisions of the Act read with Schedule V to the Act, Members may note that such disclosures had been provided under the head of 'Additional Information' in the Notice of the AGM of the Members.

Further, currently, the Company has not defaulted in payment of dues to any of its secured creditors, therefore, the prior approval of the secured creditors is not required.

Ms. Anuradha Prasad Shukla is associated with B.A.G. Films and Media Limited as a promoter of the Company since 1993. She is devoting her full time and energy for the growth of the company. Under her supervision, the Company has achieved new heights with better performance year after year. It is therefore desired to retain her valuable guidance.

Considering Ms. Anuradha Prasad's experience in various fields, and the trend in the Films and Media industry, the terms of her remuneration are considered to be fair, justified and reasonable are recommended for your approval.

Ms. Anuradha Prasad Shukla is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Act and has given her consent to act as a Managing Director. Details of Ms. Anuradha Prasad Shukla are provided in the "Annexure" to the Notice.

Copy of draft letter of appointment of Ms. Anuradha Prasad Shukla setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

#### Additional Information:

In accordance with the provisions of Schedule V to the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) the relevant details in relation to the resolutions at Item No. 3 are as under:

#### I. GENERAL INFORMATION:

1.	Nature of Industry	The Company is engaged in the business of Motion Picture, Video and Television Programs Production Activities.			
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1993.			
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given Indicators	(Rs. In Lakhs)			
		<b>Particulars</b>	<b>Year 2018-19</b>	<b>Year 2017-18</b>	<b>Year 2016-17</b>
		Paid Up Capital	3956.66	3760.66	3760.66
		Reserve and Surplus	22684.04	22,284.98	22,573.37
		Total Revenue from Operation	2539.59	2474.57	2440.46
		Total Expenses	2475.24	2961.55	2778.63
		Profit before Tax	88.76	(455.57)	(297.93)
		Tax Expenses including Deferred Tax	(45.62)	(167.17)	(35.71)
		Profit After Tax	134.38	(268.51)	(262.22)



5.	Foreign investments or collaborators, if Any	There is no foreign collaboration in your company. Total Shareholding of person resident outside India, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March, 2019 was approximately 0.60%.
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## II. INFORMATION ABOUT THE APPOINTEE:

1.	Background details	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company age 57 years possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Some of the programs associated with Ms. Anuradha Prasad Shukla are AAJ KI BAAT (a talk show aired on DD Metro), ROZANA (news magazine on DD News Channel), ZAIKE KA SAFAR and RU-BA-RU (on Zee TV), Hindi film songs based game show HAI NA BOLO BOLO and CHALTI KA NAAM ANTAKSHRI (on Star Plus), KUMKUM - PYARA SA BANDHAN (on Star Plus), KHABEREIN BOLLYWOOD KI (a film based infotainment show on DD METRO), HAQEEQAT (series on human rights violation aired on Sahara TV) etc.</p> <p>In a journey spanning close to two decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian entertainment industry today.</p> <p>Today, she has made BAG a brand that offers quality entertainment and media content across genres and a force to reckon with internationally.</p>
2.	Recognition or awards	<p>For her immense contribution to Indian Television, Ms. Anuradha has won accolades and awards over the years. She is holding a position as the President of Association of Radio operators for India (AROI). She was a member of CII and FICCI Entertainment Committee. She is on the board of Uttaranchal Film Development Council, and is an executive member of Film Producers Guild of India.</p> <p>She has also been awarded with prestigious award “Pt. Haridutt Sharma Award” in the field of Journalism, Writing and Social Services from the Vice President of India His Excellency Shri M. Hamid Ansari.</p>
3.	Past Remuneration	<p>Ms. Anuradha Prasad Shukla was paid Rs. 160 lakhs as annual remuneration for the financial year 2018-19.</p>
4.	Job profile and her suitability	<p>Ms. Anuradha Prasad Shukla is one of a promoters of the Company. She is Chairperson cum Managing Director of the Company.</p> <p>In recognition of her contribution as well as to derive benefit from her knowledge, skills and varied experience, Ms. Anuradha Prasad Shukla was re-appointed as Chairperson and Managing Director of the Company with effect from April 1, 2020 for a period of 5 years.</p> <p>Ms. Shukla devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board.</p> <p>She is having sound experience of Corporate management and possesses all required competencies and is ideally suited for the job.</p> <p>She has contributed immensely to the growth of the business of the Company. The Board believes that her guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p>

5.	Remuneration proposed	Details of proposed remuneration are stated in the special resolution at item no.3 above in the Notice.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Ms. Anuradha Prasad Shukla, was determined by the Nomination and Remuneration Committee after perusal of remuneration of managerial person in media industry and other companies comparable with the size of the Company, industry benchmarks in general and profile and responsibilities of Ms. Anuradha Prasad Shukla. The remuneration proposed by the Nomination and Remuneration Committee was approved by the Board of Directors at its meeting held on 7th day of August, 2019.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed herein, Ms. Anuradha Prasad Shukla does not have any material pecuniary relationship with the company. Additionally, She also holds 2,14,79,190 equity shares of the Company. She is not related to any director or key managerial personnel of the Company.

### III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	The Company has been made profit of Rs. 134.38 Lakhs in year 2018-19. Your company made handsome improvement in EBITA margins and hopes to do even better in coming financial years.
2.	Steps taken or proposed to be taken for improvement	The Company is looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Under the leadership of Ms. Anuradha Prasad Shukla, the Company is continuously evaluating its business lines and is now focusing on building its strong position in the profitable businesses like the content production services for digital platforms and will pursue further synergistic opportunities in related areas. The Company is significantly augmenting its production house capacities which will give further boost to the revenue and profitability. In the medium term and long run, the profitability is expected to significantly increase as services revenue grows based on the additional capacities created.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in content production and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

### IV. DISCLOSURES:

1.	The information, as required, is provided under Corporate Governance Section of the Annual Report. The remuneration package proposed to be given to Ms. Anuradha Prasad Shukla is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.
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### V. PARAMETER FOR CONSIDERATION OF REMUNERATION:

1.	The financial and operating performance of the company during the three preceding financial years	The detailed balance sheet, profit & loss account and other financial statement formed part of the Annual Reports for the respective financial years which are available on the website of the Company at <a href="http://www.bagnetwork24.in">www.bagnetwork24.in</a> .
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2.	The relationship between remuneration and performance	Considering the fact that Ms. Anuradha Prasad Shukla is highly experienced and controls the affairs of the Company in sync with the Board of Directors of the Company. She has successfully and in a sustained way contributed significantly towards growth and performance of the Company. She has extensive experience in the media industry. She is actively involved in international markets, business strategy and business development functions of the Company.
3.	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a separate Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company.
4.	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	Your company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. All employees of the company including Managing Director are governed by the Company's Performance Management System, in addition to Board-approved Remuneration Policy. Additionally industry benchmarks are used to determine the appropriate level of remuneration, from time to time.
5	The securities held by the director, including options and details of the shares pledged, if any, as at the end of the March 31, 2019.	Ms. Anuradha Prasad Shukla holds 2,14,79,190 unencumbered equity shares of Rs. 2/- each as on March 31, 2019.

Except Ms. Anuradha Prasad Shukla, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 of this Notice.

The Board recommended the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

#### ITEM NO. 4

The Company is expected to render support for the business requirements of other companies in the group, from time to time.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the shareholders of the Company on September 25, 2018, through 25<sup>th</sup> Annual General Meeting, accorded approval to give loans or to give guarantee(ies) or to provide security(ies) or to make investment(s) up to an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only).

However, vide Companies (Amendment) Act, 2017, Section 185 of the Act has been amended and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company may explore various options to raise funds through loan /debentures / bonds etc. which may be backed by corporate guarantee/provide securities of the Company. The proceeds raised by the Company would be utilized for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the borrowing entities.

Hence, in order to enable the company to advance loan to subsidiaries/ joint ventures /associates/ other companies/ Firms in

which Directors are interested directly or indirectly under section 185 of the Act, requires approval of members by a Special Resolution.

Any Director or Key Managerial Personnel of the Company and his relative may be deemed to be concerned or interested in this resolution to the extent the Loan given or Guarantee or security provided in respect of loan availed by any of the Company's Subsidiary or other bodies corporate in which he is interested.

In view of the abovementioned provisions of section 185 of the Act, the Board recommended the special resolution as set out in the Item No. 4 of the Notice for your approval.

## ITEM NO. 5

Pursuant to the Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall also require approval of the members of a public listed company through a resolution and the concerned related parties shall abstain from voting on such resolution. Additionally, as per the provisions of Section 188 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), all related party transactions beyond the thresholds mentioned in sub-rule (3)(a) of the said Rule 15, shall require prior approval of the members at a general meeting.

The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a listed company as per its last audited financial statements.

The Company being in existence for more than last two decades has developed into a Media House with efficient content business, competent production of serials, Hindi and regional films and stringent operational control processes, thus, may extend the required support to its subsidiary or group Companies.

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on August 07, 2019 and have approved the proposed arrangements with the Related Party(ies) given below and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Act read with Regulation 23(4) of the Listing Regulations.

The particulars of the transaction pursuant to the provisions of Section 188 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

<b>Name of the Related Party</b>	<ol style="list-style-type: none"> <li>1. News24 Broadcast India Limited,</li> <li>2. E24 Glamour Limited,</li> <li>3. B.A.G. Live Entertainment Limited</li> <li>4. Skyline Tele Media Services Limited</li> </ol>
<b>Name of the Director or Key Managerial Personnel who is related</b>	Ms. Anuradha Prasad Shukla and Mr. Sudhir Shukla are deemed to be concerned in their respective capacity.
<b>Nature of Relationship</b>	<p>Ms. Anuradha Prasad Shukla is Managing Director of Skyline Radio Network Limited and Director in News24 Broadcast India Limited, E24 Glamour Limited and Skyline Tele Media Services Limited.</p> <p>Mr. Sudhir Shukla is Whole Time Director of News24 Broadcast India Limited, and Director of Skyline Radio Network Limited, B.A.G. Live Entertainment Limited, E24 Glamour Limited and Skyline Tele Media Services Limited.</p>

<p><b>The nature, material terms, monetary value and particulars of the contract or arrangement</b></p>	<p>The Company enters into agreements with respective related parties for leasing/ subleasing of equipment's/ office sharing of the property of any kind, creating content for TV, Radios, web platforms for each other's, facilitating sales of content and commercial time, facilitating distribution services and charging or paying royalties for content and brands.</p> <p>The support services being extended by the Company to its subsidiary Companies in relation to business enhancement, IT applications/developments, security services and for building up robust practices and processes are towards the benefit of all the Companies.</p> <p>The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs. 100 crores every year (Expected maximum annual value of transaction over the next three to four years).</p> <p>All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length. All the transactions are for availing or rendering of services within BAG group, details of value and material terms of which are given in table above.</p>
<p><b>Any other information relevant or important for the members to take a decision on the proposed resolution</b></p>	<p>None</p>

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above in concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommended the special resolution as setout in the Item No. 5 of the Notice for your approval.

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

**Rajeev Parashar**  
 Company Secretary

Place : Noida  
 Date : August 07, 2019

**Registered Office:**  
 352, Aggarwal Plaza, Plot No.8,  
 Kondli, New Delhi-110096  
 Tel: 91 120 460 2424  
[www.bagnetwork24.in](http://www.bagnetwork24.in)

**ANNEXURE**

**Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the directors proposed to be appointed/re-appointed are furnished below:**

**I. Mr. Sudhir Shukla (DIN: 01567595)**

Age	59 Years
Date of Birth	11.08.1960
Nationality	Indian
Date of Appointment	February 13, 2013
Qualification	Bachelor's degree in Commerce from Kanpur University.
Nature of Expertise	22 years of experience and General management consultancy, implementing Organizational control systems and corporate performance management solutions.
Details of Remuneration sought to be paid	Sitting fee for the Board and Committee Meetings attended of the Company
Remuneration past drawn	Rs. 105,000/- (Sitting Fees) for the FY 2018-19
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1.ARVR Communications Private Limited 2. Skyline Radio Network Limited 3. B.A.G. Live Entertainment Limited 4. Skyline Tele Media Services Limited 5. E24 Glamour Limited 6. News24 Broadcast India Limited
Membership and Chairmanship of the Committee of the Board of the Company	Holds chairmanship of Stakeholders Relationship Committee and Risk Management Committee and membership of Audit Committee, Nomination and Remuneration Committee, Securities Committee and ESOP Compensation Committee.
Chairmanships/ Memberships of Committees in other Companies	1. News24 Broadcast India Limited Nomination and Remuneration Committee (Member) 2. E24 Glamour Limited Nomination and Remuneration Committee (Chairman) Corporate Social Responsibility Committee (Chairman) 3. Skyline Radio Network Limited Audit Committee (Member)
No. of Board Meeting attended during the year	5 (Five)
Terms and conditions of Appointment(if any)	Non-executive director liable to retire by rotation.
Relationship with other Directors	Not related to any directors and key managerial personnel of the Company
No. of equity shares held in the Company	26,700 equity shares



**II. Ms. Anuradha Prasad Shukla (DIN:00010716)**

Age	57 Years
Date of Birth	08.12.1962
Nationality	Indian
Date of Appointment	Since Incorporation
Qualification	Master Degree in Political Science from Delhi University.
Nature of Expertise	<p>Ms. Anuradha Prasad Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>For her immense contribution to Indian Television, Ms. Anuradha Prasad Shukla has won accolades and awards over the years. She is the President of Association of Radio Operators for India (AROI). She was a member of CII and FICCI Entertainment Committee. She is on the board of Uttaranchal Film Development Council, and is an executive member of Film Producers Guild of India.</p> <p>In a journey spanning close to more than two decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian entertainment industry today.</p>
Membership and Chairmanship of the Committee of the Board of the Company	She holds chairmanship of ESOP Compensation Committee.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> <li>1. ARVR Communications Private Limited</li> <li>2. Skyline Radio Network Limited</li> <li>3. E24 Glamour Limited</li> <li>4. News24 Broadcast India Limited</li> <li>5. Skyline Tele Media Services Limited</li> </ol>
Chairmanships/ Memberships of Committees in other Companies	Nil
Details of Remuneration sought to be paid	Remuneration of Rs. 160 Lakhs per annum as Chairperson cum Managing Director of the Company.
Remuneration past drawn	Rs. 160 Lakhs per annum for the FY 2018-19
No. of Board Meeting Attended	5 (Five)
Terms and Conditions of Appointment(if any)	Re-appointed as Chairperson and Managing Director for further period of five years with effect from 01.04.2020 with remuneration.
Relationship with other Directors	None
No. of shares held in the Company	21,479,190 equity shares



### **B.A.G. Films and Media Limited**

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: 91 120 460 24 24, Fax No. 91 120 3911 401

Web: [www.bagnetnetwork24.in](http://www.bagnetnetwork24.in), mail: [info@bagnetnetwork.in](mailto:info@bagnetnetwork.in)

(CIN: L74899DL1993PLC051841)

#### **Subject: Updation of PAN Card and Bank Details in the Master Data**

Dear Member,

In order to ensure that all communications and monetary benefits are received promptly by all shareholders holding shares in physical form, the Company, through periodic communiques, advises such shareholders to notify to the Company, any change in their address/ bank details /email Id etc. by a written request under the signatures of sole/ first named joint holder along with relevant supporting documents.

The SEBI vide its circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has mandated that companies shall update the PAN and Bank Details of the shareholders in its record to credit the dividend directly in their bank accounts.

You are therefore, requested to submit the following documents immediately upon receipt of this letter to enable us to update the records:

1. Enclosed format duly filled in and signed by the Shareholder(s).
2. Self-attested copy of PAN Card of the Shareholder(s).
3. Cancelled Cheque with name (if name is not printed, bank attested copy of the first page of pass book showing name of account holder) of the first holder.
4. Address proof (self-attested copy of Aadhaar-card / Electricity bill / Telephone bill / Passport) of the first holder.

We are attaching herewith **Annexure-A** for all the shareholders holding shares in physical form to get their details updated in the Master Data.

You are requested to get your details updated in the master data and submit the **Annexure –A** to the office of the Registrar & Transfer Agent of the Company as mentioned below.

Registrar & Transfer Agent  
Alankit Assignments Limited  
Alankit Heights, 3E/7, Jhandewalan Extension  
New Delhi – 110055  
Email : [rta@alankit.com](mailto:rta@alankit.com);  
Telephones: +91 - 11 - 23541234, 42541234

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form. In case if you have already taken the necessary action in terms of the said circulars of SEBI, you may kindly ignore this communication.

**Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.**

Thanking you,  
Yours faithfully,  
for **B.A.G. Films and Media Limited**

Sd/-  
Rajeev Parashar  
Company Secretary





**Annexure-A**

To,

**Alankit Assignments Limited**

The Registrar Transfer Agent (RTA)

Unit: B.A.G. Films and Media Limited

Alankit Heights, 3E/7 Jhandewalan Extension,

New Delhi – 110055, India Email: [rta@alankit.com](mailto:rta@alankit.com)

Telephone: +91-11-23541234, 42541234

I/We request you to record the following information against my Folio No.:

Name of Shareholder (s)	
Folio No.	
PAN (Enclose self-attested copy of PAN card/s of all holders)	
Email ID/Mobile:	
Bank Account No. (Enclose name printed original cancelled cheque /self attested copy of passbook with details of account holder printed):	
Name of Bank/Branch:	
Bank A/c Type (Saving/Current/ NRE/NRO) :	
Account Number (as appearing in cheque): #	
IFSC No. (11 Digit):	
MICR No. (9 digit) (as per appearing in cheque) :	
Name of Shareholder (s)	Signature of Shareholder (s)
I.	
II.	
III.	

#A blank cancelled cheque with name of the first holder is enclosed to enable verification of bank details.

(Note: all enclosures are mandatory)

I/We hereby declare that the particulars given above are correct and complete



## 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: 91 120 460 2424, Fax No. 91 120 3911 401

Web: www.bagnetnetwork24.in, E-mail: info@bagnetnetwork.in

### ATTENDANCE SLIP

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF B.A.G. FILMS AND MEDIA LIMITED TO BE HELD ON WEDNESDAY, SEPTEMBER 25, 2019 AT 3.30 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 2018-2019 and Notice of the 26<sup>th</sup> 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 2018-2019 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.





## 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: 91 120 460 2424, Fax No. 91 120 3911 401

Web: www.bagnetnetwork24.in, E-mail: info@bagnetnetwork.in

### 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 (either on poll or through e-voting) for me/ us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Members of the Company to be held on Wednesday, September 25, 2019 at 3.30 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:

Item Nos.	Brief Particular of Resolution	Type of Resolution	Optional*	
			For	Against
1.	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Reports of the Directors and Auditors thereon.	Ordinary		
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.	Ordinary		
3.	Re-appointment of Ms. Anuradha Prasad Shukla (DIN:00010716) as Chairperson and Managing Director of the Company.	Special		
4.	To approve transaction under section 185 of the Companies Act 2013	Special		
5	To approve related party transactions under section 188 of the Companies Act, 2013	Special		

Signed this .....day of .....2019

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.
- For the resolutions, explanatory statements and Notes, please refer to the Notice of 26<sup>th</sup> 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. Blank / incomplete proxies shall be considered as invalid.