

Date: 04.07.2014

To,  
Ms. Urmila Gupta  
F-107, Sector-41,  
Noida-201301  
U.P.

**Sub: Appointment as Independent Director**

Dear Madam,

We are pleased to inform you that the shareholders of the Company at the 21<sup>st</sup> Annual General Meeting held on June 25, 2014 have appointed you as Independent Director of the Company to hold office for 5 consecutive years for a term up to 5 years.

The above is being formalized through this letter of appointment. Please note this is a contract for service and is not a contract of employment.

**Appointment:**

Your appointment is as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 5 years. The appointment is made in accordance with the provisions of section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement. The tenure is subject to your not being disqualified to be a director under the applicable provisions.

**Role on the Board:**

You are expected to provide your expertise and experience inter alia in the fields of management, sales, marketing, research and corporate governance, in the functioning of the Board and you may be nominated of the Committees of the Board. In addition to routine Board Meeting you should allow time for committee meetings, preparatory work and travel and ensure that you are in a position to make the necessary overall time commitment.

You may be nominated on one or more committee of the Board and in such event you will be provided with the relevant Committee's terms of reference and any specific responsibilities.

**Remuneration:**

You will be entitled to fee for attending the Meeting of the Board or Committee thereof. You will also be entitled to reimbursement of all expenses for participation in the meeting of the Board and other meetings.

**Duties and Liabilities:**

The duties and liabilities that come with your appointment would be as per the applicable laws, Articles of Association of the Company and Company policies.

The Law that currently governs the duties and liabilities of a director are the Companies Act, 2013 (including Rules there under) and the Listing Agreement with the Stock Exchange, some of which are specifically outlined below.

You will follow the Companies Code of Conduct. You will follow the Company Policy on Insider Information and the requirements under the Companies Act, 2013 and SEBI Regulations, which inter alia requires that price sensitive information is not used or transmitted and maintained securely. You should not make statement that might risk a breach of these requirements.

You are required to make disclosure of your interest as per the requirements of section 184 of the Companies Act, 2013 read with Rules made there under and not participate in the meeting of the Board where any contract or arrangement in which you are interested is discussed. In case you desire, Company would provide support to help you familiarize yourself with the relevant duties and obligations.

**Participation in Meeting:**

You may give your consent by advance notification to the Company Secretary for participation in any meeting(s) of the Board or committee of directors when necessary through video conferencing or other audio visual means except for matters not to be so dealt under the Companies Act, 2013. When necessary, you can also participate through telephone, electronic mail or any other technology which permits you to communicate with every director, though such participation would not be reckoned as attending the meeting under the Companies Act, 2013.

**General:**

All the terms as mentioned above including your appointment, professional conduct, role, functions and duties shall be governed by the Companies Act, 2013 and Rules made thereunder and Corporate Governance requirements under the Listing Agreement, as amended from time to time.

This letter and any non-contractual obligations arising out of or in connection with this letter are governed by, and shall be construed in accordance with the law of India and subject to exclusive jurisdiction of the Court of India.

Yours sincerely,

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



**Anuradha Prasad**  
Chairperson cum Managing Directors  
(DIN: 00010716)