

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

"CIN: L74899DL1993PLC051841"

FC-23, Sector 16A, Film City,

Noida 201 301

Tel.: 0120 4602424 | Fax : 0120 3911401

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BAG/stx/letters/2018-19/AM/863
October 11, 2018

To,
The Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G
Block, Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051
Fax: 91-22-26598237/38

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001.
Fax: 91-22-2272 3121

NSE-SYMBOL: BAGFILMS BSE-Scrip Code: 532507

Sub: Compliance Report on Corporate Governance

Dear Sir/Madam,

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report of the Company, for the quarter ended September 30, 2018 and at the end of 6 months after end of the financial year 2017-18 in prescribed format.

This is for your information and record please.

Thanking You

Yours sincerely

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


(Rajeev Parashar)
Company Secretary &
Compliance Officer



Encl: a/a



ANNEXURE I

FORMAT TO BE SUBMITTED BY LISTED ENTITY ON QUARTERLY BASIS

1. Name of Listed Entity : B.A.G. Films and Media Limited

2. Quarter Ending : September 30, 2018

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/Non-Executive/Independent/ Nominee) &	Date of Appointment in the current term/cessa tion	Tenure*	No of Directorship in listed entities including this entity (Refer 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer 26(1) of Listing Regulations)	
Ms.	Anuradha Prasad Shukla	AAJPP5025B & 00010716	Chairperson/ Executive	01.04.2015		1	1	Nil	
Ms.	Anuradha Mishra	AEOPM0008E & 01725234	Non-Executive/ Independent	30.12.2005	5 Years 31.03.2019	1	4	Nil	
Mr.	Sudhir Shukla	AALPS1156J & 01567595	Non-Executive	13.02.2013		1	5	1	
Ms.	Urmila Gupta	AAEPG9149A & 00637110	Non-Executive/ Independent	25.06.2014	5 Years 24.06.2019	3	4	NIL	
Mr.	Pankaj Chaturvedi	AAGPC0654C & 00003278	Non-Executive/ Independent	28.09.2016	5 Years 27.09.2021	1	1	1	

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

B.A.G. Films and Media Limited

Rajiv Kumar
Company Secretary

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) [§]
1. Audit Committee	Mr. Pankaj Chaturvedi Ms. Anuradha Mishra Mr. Sudhir Shukla Ms. Urmila Gupta	Chairman/Non-Executive/Independent Non-Executive/Independent Non-Executive Non-Executive/Independent
2. Nomination and Remuneration Committee	Ms. Anuradha Mishra Mr. Sudhir Shukla Ms. Urmila Gupta	Chairperson/Non-Executive/Independent Non-Executive Non-Executive/Independent
3. Risk management Committee	Mr. Sudhir Shukla Ms. Anuradha Mishra Ms. Urmila Gupta	Chairman/Non-Executive Non-Executive/Independent Non-Executive/Independent
4. Stakeholders Relationship Committee	Mr. Sudhir Shukla Ms. Anuradha Mishra Ms. Urmila Gupta	Chairman/Non-Executive Non-Executive/Independent Non-Executive/Independent
5. ESOP Compensation Committee	Ms. Anuradha Prasad Shukla Ms. Anuradha Mishra Mr. Sudhir Shukla	Chairperson/Executive Non-Executive/Independent Non-Executive
6. Securities Committee	Ms. Anuradha Mishra Mr. Sudhir Shukla Mr. Pankaj Chaturvedi Ms. Urmila Gupta	Chairperson/Non-Executive/Independent Non-Executive Non-Executive/Independent Non-Executive/Independent

[§]Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Dates of Meeting (if any) in the previous quarter	Dates of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28.05.2018	13.08.2018	28.05.2018 to 13.08.2018 – 76 Days
	27.08.2018	13.08.2018 to 27.08.2018 – 13 Days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 13.08.2018	Yes- Four Members Present	28.05.2018	28.05.2018 to 13.08.2018 – 76 Days


B.A.G. Films and Media Limited
for
Company Secretary

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether Shareholders approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmation	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This Report will be placed at the ensuing Board Meeting.</p>	
<p>Name & Designation of Media Limited</p> <p style="text-align: right;"><i>Rajeev Parasha</i></p> <p>Rajeev Parasha Company Secretary</p> <p>Company Secretary / Compliance Officer / Managing Director / CEO</p>	

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year.

I. Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>Name & Designation B.A.G. Films and Media Limited  Rajeev Parashar Company Secretary Company Secretary / Compliance Officer / Managing Director / CEO</p>		