

Bag/stex/letters/2017-18/AM/745  
July 10, 2017

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 June 30, 2017 in prescribed format (Annexure I).

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 : June 30, 2017

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed 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	AAJPP5025B & 00010716	Chairperson/ Executive	01.04.2015		1	2	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	4	1	
Ms.	Urmila Gupta	AAEPG9149A & 00637110	Non-Executive/ Independent	25.06.2014	5 Years 24.06.2019	3	3	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**  
*(Signature)*  
**Company Secretary**

II. Composition of Committees

<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)<sup>§</sup></b>
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 Ms. Anuradha Mishra Mr. Sudhir Shukla Mr. Sudhir Shukla	Chairperson/Executive Non-Executive/Independent Non-Executive Non-Executive
6. Securities Committee	Mr. Pankaj Chaturvedi Ms. Urmila Gupta	Chairman/Non-Executive Non-Executive/Independent Non-Executive/Independent

<sup>§</sup>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

<b>Dates of Meeting (if any) in the previous quarter</b>	<b>Dates of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
14.02.2017	19.05.2017	14.02.2017 to 19.05.2017 - 93 Days
	29.05.2017	19.05.2017 to 29.05.2017- 9 Days


### IV. Meeting of Committees

<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee 19.05.2017	Yes- Three Members Present	14.02.2017	14.02.2017 to 19.05.2017 - 93 Days
29.05.2017	Yes-Three Members Present		19.05.2017 to-29.05.2017- 9 Days

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

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

**Company Secretary**

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
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
<b>Note</b>	
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.	
2. If status is "No" details of non-compliance may be given here.	
<b>VI. Affirmation</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a. Audit Committee	
b. Nomination & remuneration committee	
c. Stakeholders relationship committee	
d. Risk management committee (applicable to the top 100 listed entities)	
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.	
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.	
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.	
<b>NarRe &amp; Designation Media Limited</b>  <b>Rajeev Parashar</b> <b>Company Secretary / Compliance Officer / Managing Director / CEO</b>	