

**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 : **March 31, 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.	Anurradha 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 director is serving on Board of directors of the 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**

**Company Secretary**

## II. Composition of Committees

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

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)
14.11.2016	14.02.2017	14.11.2016 to 14.02.2017 - 91 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 14.02.2017	Yes- Three Members Present	14.11.2016	91 Days

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

<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>	
<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>	
<b>VI. Affirmation</b>	
<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 &amp; 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><b>Nare &amp; Designario Media Limited</b></p> <p style="text-align: right;"><i>Rajiv Kumar</i></p> <p><b>Rajeev Parasrambany Secretary</b> Company Secretary / Compliance Officer / Managing Director / CEO</p>	

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year March 31, 2017  
(for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Items</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)<sup>refer note below</sup></b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes

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

*Rajiv Kumar*  
Company Secretary

Composition and role of Risk Management Committee	21 (1), (2), (3), (4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6), (7)& (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26 (5)	Yes

**Note**

- 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation** **N.A.G. Films and Media Limited**

**Company Secretary**

**Rajeev Parashar**

**Company Secretary / Compliance Officer / Managing Director / CEO**