

BAG/stx/letters/2018-19/AM/812
April 6, 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,

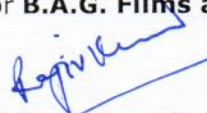
In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Corporate Governance Report of the Company for the quarter ended March 31, 2018 (Annexure-I) and the financial year ended March 31, 2018 (Annexure-II).

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

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, 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/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	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

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	Chairman/Non-Executive/Independent
	Ms. Anuradha Mishra	Non-Executive/Independent
	Mr. Sudhir Shukla	Non-Executive
2. Nomination and Remuneration Committee	Ms. Urmila Gupta	Non-Executive/Independent
	Ms. Anuradha Mishra	Chairperson/Non-Executive/Independent
	Mr. Sudhir Shukla	Non-Executive
3. Risk management Committee	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
5. ESOP Compensation Committee	Ms. Urmila Gupta	Non-Executive/Independent
	Ms. Anuradha Prasad	Chairperson/Executive
	Ms. Anuradha Mishra	Non-Executive/Independent
6. Securities Committee	Mr. Sudhir Shukla	Non-Executive
	Ms. Anuradha Mishra	Chairperson/Non-Executive/Independent
	Mr. Sudhir Shukla	Non-Executive
	Mr. Pankaj Chaturvedi	Non-Executive/Independent
	Ms. Urmila Gupta	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)
13.11.2017	08.02.2018	13.11.2017 to 08.02.2018 – 86 Days


IV. Meeting of Committees

B.A.G. Films and Media Ligtied

Company Secretary

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 08.02.2018	Yes- Four Members Present	13.11.2017	13.11.2017 to 08.02.2018 – 86 Days

* 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		Compliance status (Yes/No/NA) refer note below
Subject		
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	
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.		
VI. Affirmation		
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.		
<p>Naresh Designat Media Limited</p> <p></p> <p>Rajeev Parashram Company Secretary</p> <p>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, 2018
(for the whole of financial year)**

I. Disclosure on website in terms of Listing Regulations		
Items	Compliance Status (Yes/No/NA) <small>refer note below</small>	
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.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
<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 & 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 & 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

Regiv...
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

B.A.G. Films and Media Limited

Rajeev Parashar

Rajeev Parashar Company Secretary

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