

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

"CIN: L74899DL1993PLC051841"

FC-23, Sector 16A, Film City,  
Noida 201 301

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BAG/stx/letters/2018-19/AM/877  
January 09, 2019To,  
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: 91-22-26598237/38To,  
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 December 31, 2018 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 : December 31, 2018

I. Composition of Board of Directors									
Title (Mr./Ms)	Name of the Director	PAN* & 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 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



Company Secretary

## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>8</sup>
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
	Ms. Urmila Gupta	Non-Executive/Independent
	Mr. Sudhir Shukla	Chairman/Non-Executive
3. Risk management Committee	Mr. Sudhir Shukla	Chairman/Non-Executive
	Ms. Anuradha Mishra	Non-Executive/Independent
	Ms. Urmila Gupta	Non-Executive/Independent
4. Stakeholders Relationship Committee	Mr. Sudhir Shukla	Chairman/Non-Executive
	Ms. Anuradha Mishra	Non-Executive/Independent
	Ms. Urmila Gupta	Non-Executive/Independent
5. ESOP Compensation Committee	Ms. Anuradha Prasad Shukla	Chairperson/Executive
	Ms. Anuradha Mishra	Non-Executive/Independent
	Mr. Sudhir Shukla	Non-Executive
6. Securities Committee	Ms. Anuradha Mishra	Chairperson/Non-Executive/Independent
	Mr. Sudhir Shukla	Non-Executive
	Mr. Pankaj Chaturvedi	Non-Executive/Independent
	Ms. Urmila Gupta	Non-Executive/Independent

<sup>8</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)
13.08.2018	12.11.2018	27.08.2018 to 12.11.2018 -76 Days
27.08.2018		

### 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 12.11.2018	Yes- Four Members Present	13.08.2018	13.08.2018 to 12.11.2018 – 90 Days

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\* 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**

<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

**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.

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

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