

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L74899DL1993PLC051841

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACB3416C

(ii) (a) Name of the company

B.A.G. FILMS AND MEDIA LIMIT

(b) Registered office address

352, AGGARWAL PLAZA, PLOT NO-8
KONDLI
NEW DELHI
East Delhi
Delhi
110005

(c) *e-mail ID of the company

info@bagnetwork.in

(d) *Telephone number with STD code

911204602424

(e) Website

www.bagnetwork24.in

(iii) Date of Incorporation

22/01/1993

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

29/08/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J3	Motion picture, video and television programme production, sound recording	75.32
2	N	Support service to Organizations	N1	Rental and leasing of motor vehicles, machinery, equipment, capital goods, etc.	24.68

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SKYLINE RADIO NETWORK LIM	U92132DL2005PLC142230	Subsidiary	71.05

2	E24 GLAMOUR LIMITED	U92419DL2007PLC160548	Subsidiary	69.23
3	NEWS24 BROADCAST INDIA LI	U32204DL2007PLC162094	Subsidiary	53.82

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	275,000,000	197,918,090	197,918,090	197,918,090
Total amount of equity shares (in Rupees)	550,000,000	395,836,180	395,836,180	395,665,839

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	275,000,000	197,918,090	197,918,090	197,918,090
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	550,000,000	395,836,180	395,836,180	395,665,839

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	319,953	197,598,137	197918090	395,836,180	395,665,833	
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>						
At the end of the year	319,953	197,598,137	197918090	395,836,180	395,665,833	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debtentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debtentures	0	0	0
Partly convertible debtentures	0	0	0
Fully convertible debtentures	0	0	0
Total			0

Details of debtentures

Class of debtentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

346,856,559

(ii) Net worth of the Company

2,628,412,530

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	23,077,790	11.66	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	69,670,392	35.2	0	
10.	Others	0	0	0	
	Total	92,748,182	46.86	0	0

Total number of shareholders (promoters)

6

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	83,982,027	42.43	0	
	(ii) Non-resident Indian (NRI)	1,270,869	0.64	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	

4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	19,818,312	10.01	0	
10.	Others OBC and Others	98,700	0.05	0	
	Total	105,169,908	53.13	0	0

Total number of shareholders (other than promoters)

56,153

**Total number of shareholders (Promoters+Public/
Other than promoters)**

56,159

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	6	6
Members (other than promoters)	52,176	56,153
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	1	1	11.65	0.01
B. Non-Promoter	0	4	0	3	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	4	11.65	0.01

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

7

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Anuradha Prasad Shukl	00010716	Managing Director	23,049,190	
Sudhir Shukla	01567595	Director	26,700	
Urmila Gupta	00637110	Director	0	
Arshit Anand	08730055	Director	0	
Anil Kapoor	05113976	Director	0	21/04/2022
Ajay Jain	ACZPJ4163A	CFO	500	
Rajeev Parashar	AJFPK7800G	Company Secretar	2,025	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Pankaj Chaturvedi	00003278	Director	29/03/2022	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2021	53,524	88	46.13

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/06/2021	6	6	100
2	13/08/2021	6	6	100
3	28/08/2021	6	6	100
4	12/11/2021	6	6	100
5	14/02/2022	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/06/2021	3	3	100
2	Stakeholders Forum	29/06/2021	3	3	100
3	Audit Committee	13/08/2021	3	3	100
4	Stakeholders Forum	13/08/2021	3	3	100
5	Nomination and Remuneration Committee	28/08/2021	3	3	100
6	Audit Committee	12/11/2021	3	3	100
7	Stakeholders Forum	12/11/2021	3	3	100
8	Audit Committee	14/02/2022	3	3	100
9	Stakeholders Forum	14/02/2022	3	3	100
10	Nomination and Remuneration Committee	14/02/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/08/2022
								(Y/N/NA)
1	Anuradha Prasad	5	5	100	0	0	0	Yes
2	Sudhir Shukla	5	5	100	11	11	100	Yes
3	Urmila Gupta	5	5	100	11	11	100	No
4	Arshit Anand	5	5	100	0	0	0	Yes
5	Anil Kapoor	5	5	100	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anuradha Prasad S	Chairperson and	12,800,000	0	0	0	12,800,000
	Total		12,800,000	0	0	0	12,800,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ajay Jain	Chief Financial Officer	3,500,000				3,500,000
2	Rajeev Parashar	Company Secretary	3,000,000				3,000,000
	Total		6,500,000				6,500,000

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sudhir Shukla	Non-Executive Director	0	0	0	105,000	105,000
2	Urmila Gupta	Non-Executive Director	0	0	0	105,000	105,000
3	Pankaj Chaturvedi	Non-Executive Director	0	0	0	105,000	105,000
4	Arshit Anand	Non-Executive Director	0	0	0	75,000	75,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
5	Anil Kapoor	Non-Executive Director	0	0	0	75,000	75,000
	Total		0	0	0	465,000	465,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Balika Sharma

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3222

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

SUDHIR SHUKLA
Digitally signed by
SUDHIR SHUKLA
Date: 2022.10.11
13:44:56 +05'30'

DIN of the director

To be digitally signed by

RAJEEV PARASHAR
Digitally signed by
RAJEEV PARASHAR
Date: 2022.10.11
13:45:38 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

List of attachments

BAG MGT-8 2022.pdf
Clarificatory Notes to the Annual Return.pdf

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Balika Sharma And Associates Company Secretaries

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com

FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **B.A.G. FILMS AND MEDIA LIMITED** (the Company) **CIN: L74899DL1993PLC051841** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on **31st March, 2022**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
 4. calling/ convening/ holding meetings of Board of Directors or its committees and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members / Security holders, as the case may be;
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; **wherever applicable.**
 7. contracts/arrangements with related parties as specified in section 188 of the Act;
 8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; **wherever applicable.**
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **wherever applicable.**

GST No. : 07AMAPS9564KJZE



Membership No. 4816, C. P. No. 3222



Balika Sharma And Associates Company Secretaries

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Phone : 011-27931217
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; **wherever applicable.**
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; **wherever applicable**
13. appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; **No such event occurred**
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; **No such event occurred**
15. acceptance/ renewal/ repayment of deposits; **not applicable**
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, **wherever applicable;**
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; **wherever applicable;**
18. There is no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company.

Place: New Delhi
Date: 30.09.2022

For Balika Sharma and Associates
Company Secretary in Practice

Name of Company Secretary in Practice: BALIKA SHARMA

FCS No.: 4816

C.P.No.: 3222

UDIN number F004816D001095609



CLARIFICATORY NOTES TO THE ANNUAL RETURN (AR) FOR THE FINANCIAL YEAR ENDED 31.03.2022

Due to constraint in the space provided in the accompanying e-Form, we are providing certain information which forms part of the AR hereunder alongwith necessary clarifications.

We request your good office to consider and take on record the data and information provided through this clarificatory note as an integral part of the Annual Return filed by the Company in the e-Form.

Clarificatory Note for Item No. IX:

MEETING OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

IX. A. MEMBERS/CLASS/REQUISITIONED/NCLT/COURT CONVENED MEETINGS

For the details filed up for the Annual General Meeting (AGM) held on 27/09/2021, against **Number of members attended** under the sub head "**% of total shareholding**" 46.13% depicts the shareholding of those shareholders who attended the meeting and had casted their vote. Shareholding of those members who had already casted their vote through remote e-voting is not considered herein.

IX. C. COMMITTEE MEETINGS

In relation to this item, information for statutory committees of the Board of Directors (Board), i.e. those formed under the mandatory provisions of the applicable sections of the Companies Act, 2013, namely:

1. Audit Committee
2. Stakeholders Relationship/Grievance Redressal Committee
3. Nomination and Remuneration Committee

It may also be noted that the Board of Directors of the Company vide Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has formed Risk Management Committee.

Further, it has also formed Securities Committee, no. of the said committees meeting whereof held during the financial year 2021-22 are being given hereunder:

1. Risk Management Committee: one meeting
2. Securities Committee: Nil

Additionally, as mentioned under clause VII of the Schudle IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Board was also held on March 15, 2022 which was attended by all three Independent Directors.

Clarificatory Note for Item No. X:

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Number of other directors whose remuneration details to be entered

For the details filed up for the Directors under heading "**Others**" the amount of sitting fee paid to the non- executive directors for attending the Board and committee meetings during the financial year 2021-22 is depicted.

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


Rajeev Parashar
Company Secretary

Membership No. ACS 18631

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