

BAG/STX/letters/2023-24/AM/1291

September 28, 2023

To, Listing Compliance Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	To, Listing Compliance Department National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051
Scrp Code: 532507	SYMBOL: BAGFILMS

Sub: Consolidated Scrutinizer's Report of the 30th Annual General Meeting of the Company

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed herewith the Consolidated Scrutinizer's Report for the Remote E-voting and E-voting during the AGM with respect to the Resolutions passed in the 30th Annual General Meeting (AGM) of the Company held on Wednesday, September 27, 2023 at 4:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means in compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars.

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

CC: National Securities Depository Limited-For information and updation
Trade World, Awing, 4th & 5th Floor,
Kamla Mills, Compound Lower Parel,
Mumbai-400013



Balika Sharma And Associates
Company Secretaries

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

Consolidated Scrutinizer(s) Report

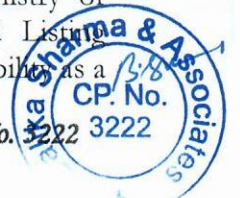
[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairperson
B.A.G. Films and Media Limited
CIN: L74899DL1993PLC051841
352, Aggarwal Plaza, Plot No.8, Kondli,
New Delhi - 110096

Dear Madam,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 30th Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 30th Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Wednesday, September 27, 2023 at 4.30 P.M.(IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practicing Company Secretary, (Membership No FCS 4816/ C.P. No. 3222) have been appointed as Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated August 08th, 2023 for the purpose of scrutinizing the Remote E-Voting and Voting through Electronic System during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rules 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendment thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 30th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 30th AGM, the Company availed services of National Securities Depository Limited ('NSDL') and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 30th AGM. My responsibility as a





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Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business as set out in the Notice of 30th AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The Remote E-Voting period to facilitate E-Voting by equity shareholders of the Company as at the "cut-off date" of Wednesday, September 20, 2023, commenced on Saturday, September 23, 2023 at 9:00 a.m. (IST) and ended on Tuesday, September 26, 2023 at 5.00 p.m. (IST) and the NSDL E-Voting platform was blocked thereafter.
5. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting/ E-voting were then unblocked in the presence of two witnesses Ms. Surbhi Sharma (House No 90, 3rd Floor, Pocket-28, Sector-24, Rohini, Delhi-110085) and Ms. Pushpa Joshi (House No. 22, 2nd Floor, Pocket B/-5, Sector-17, Rohini, Delhi-110085), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Surbhi

Ms. Surbhi Sharma

Pushpa

Ms. Pushpa Joshi

6. The Company had also provided Remote E-Voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date Wednesday, September 20, 2023 were entitled to vote on the resolutions as contained in the Notice of the 30th AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
7. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL E-Voting system.
8. I now submit the Consolidated Report as under on the results of the Remote E-Voting prior to and during the AGM in respect of the said resolutions:





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RESOLUTION NO. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
334	100702739	99.954

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
52	46342	0.046

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-A**.





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RESOLUTION NO. 2: ORDINARY RESOLUTION

To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation and being eligible, offers himself for re-appointment.:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
323	11343618	99.567

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	49401	0.434

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-B.**





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RESOLUTION NO. 3: ORDINARY RESOLUTION

Approval of Material Related Party Transactions with B.A.G. Convergence Private Limited:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
318	11055636	97.071

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
59	333573	2.929

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-C.**





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9. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 30th Annual General Meeting of the Company or person authorized by Chairperson to announce the result of the meeting.

Thanking you,

Yours faithfully

For Balika Sharma & Associates

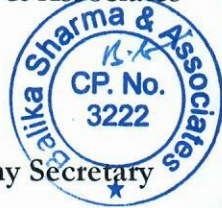

Balika Sharma

Practising Company Secretary

C. P. No.: 3222

M.NO. FCS 4816

UDIN: F004816E001112340



Place: Noida

Date: 28.09.2023

Countersigned by


Rajeev Parashar

Company Secretary &

Compliance Officer

B.A.G. Films and Media Limited

Place: Noida

Date: 28.09.2023



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Annexure-A

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	386	100749081	201498612
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	386	100749081	201498612
d)	Total no. of votes with assent for the Resolution	334	100702739	201405478
e)	Total no. of votes with dissent for the Resolution	52	46342	92684

Annexure-B

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 2 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	378	11393019	22786038
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	378	11393019	22786038
d)	Total no. of votes with assent for the Resolution	323	11343618	22687236
e)	Total no. of votes with dissent for the Resolution	55	49401	98802





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Annexure-C

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
a)	Total Votes received	377	11389209	22778418
b)	Less: Invalid no. of votes casted	0	0	0
c)	Valid no. of votes casted (Net)	377	11389209	22778418
d)	Total no. of votes with assent for the Resolution	318	11055636	22111272
e)	Total no. of votes with dissent for the Resolution	59	333573	667146

