

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

For the Quarter ended on June 30, 2015

Name of the Company : **B.A.G. FILMS AND MEDIA LIMITED**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49II		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Director	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The Company is not paying any compensation to the Non-executive Directors.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 III(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	Will be Reported in the Annual Report
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	Will be Reported in the Annual Report
(B) Disclosure of Accounting Treatment	49 (VIII B)	N/A	In the preparation of financial statements there is no treatment different from that prescribed in the Accounting Standards
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be Reported in the Annual Report
(D) Management	49 (VIII D)	Yes	Will be Reported in the Annual Report
(E) Shareholders	49 (VIII E)	Yes	

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

*Rajiv Chandra*  
**Company Secretary**

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(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII I)	Yes	Will be Reported in the Annual Report
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be Reported in the Annual Report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be Reported in the Annual Report
<b>XI. Compliance</b>	49 (XI)	Yes	Will be Reported in the Annual Report

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*Rajiv*  
**Company Secretary**