

BAG/STX/letters/2025-26/AM/15
May 14, 2025

To, Corporate Relationship 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
Scrip Code: 532507	SYMBOL: BAGFILMS

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company, issued by M/s Balika Sharma & Associates, Practicing Company Secretary, for the financial year ended March 31, 2025.

This is for your information and record please.

Thanking You
Yours sincerelyFor **B.A.G. Films and Media Limited****(Ajay Mishra)**
Company Secretary &
Compliance Officer

Encl: a/a



Balika Sharma And Associates
Company Secretaries

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

**SECRETARIAL COMPLIANCE REPORT
OF B.A.G. FILMS AND MEDIA LIMITED
for the financial year ended March 31, 2025**

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **B.A.G. Films and Media Limited** (hereinafter referred as "the listed entity") having its registered office at 352, Aggarwal Plaza, Plot No-8 Kondli, East Delhi, New Delhi -110096. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- all the relevant documents and records made available to us and explanation provided by the listed entity;
- the filings/ submissions made by the listed entity to the stock exchange(s);
- website of the listed entity;
- any other document/ filing, as may be relevant, which has been relied upon to make this Report;

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include -

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment from time to time; ("Listing Regulations")

GST No. : 07AMAPS 9564 K1ZE



Membership No. 4816, C. Q. No. 3222



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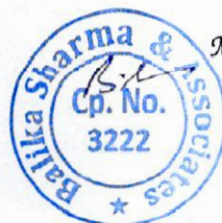
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the listed entity during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the listed entity during the period under review);**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the period under review);**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **(Not applicable to the listed entity during the period under review);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment from time to time;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and amendment from time to time;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013 and dealing with the listed entity;
- (k) Other applicable Regulations and circulars/ guidelines issued thereunder;

And based on above examination, we hereby report that, during the review period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(1): Requirement of Composition of Board of Directors	Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in BSE Composition of Board of Directors	BSE & NSE	Fine	Non-compliance with the requirements pertaining to the Composition of the Board of Directors.	BSE: Rs. 3,42,200/- NSE: Rs. 3,42,200/-	The Company has paid fine.	The Management considered the matter and recognized that the non-compliance of provisions is not wilful, and discussed to ensure compliance in future.	N.A.

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2	Regulation 20(2)/(2A): Requirement of Composition of Stakeholders Relationship Committee	Regulation 20(2)/(2A) of the SEBI (Listing Obligations and Disclosure Requirements, 2015)	Delay in Composition of Stakeholders Relationship Committee	BSE & NSE	Fine	Non-compliance with the constitution of stakeholder relationship committee	BSE: Rs. 1,36,880/- NSE: Rs. 1,36,880/-	The Company has paid fine.	The Management considered the matter and recognized that the non-compliance of provisions is not wilful, and discussed to ensure compliance in future.	N.A.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2025	Compliance Requirement (Regulations/circulars/guidelines including specific clause	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
NIL						

We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	None
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entityAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	None
3	Maintenance and disclosures on Website:	Yes	None

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	<ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	a) Yes b) Not Applicable	(a) None (b) Not Applicable
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading: The listed entity is in	Yes	None

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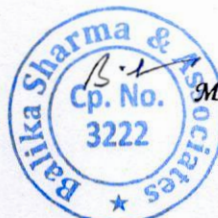
	compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015		
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.-(or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As mentioned in Table (a) above
12	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There were no such transactions during the Review Period.
13	Additional Non-compliances, if any: No additional non-compliance observed for SEBI regulation/ circular/guidance note etc.	Yes	No additional non-compliance observed for SEBI regulation/ circular/guidance note etc. during the Review Period except mentioned in Table (a) above.

"Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

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3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi
Date: May 14, 2025

For Balika Sharma & Associates
Company Secretary

Balika Sharma
Proprietor

FCS No.: 4816

C.P.No.: 3222

UDIN : F004816G000341394

P.R. No.: 5813/2024

UIN : S2007DE097200

