



## 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](mailto: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,  
East Delhi, New Delhi – 110096  
E-mail: [info@bagnetwork.in](mailto:info@bagnetwork.in)

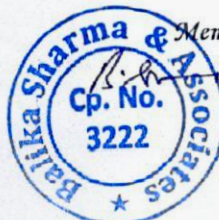
Dear Madam,

**Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 32<sup>nd</sup> Annual General Meeting (the "AGM") 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 32<sup>nd</sup> Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Thursday, September 11, 2025 at 4:00 P.M.(IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').**

- 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 June 27<sup>th</sup>, 2025 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 (the 'Listing Regulations') on the businesses contained in Notice of the 32<sup>nd</sup> AGM of the Company.

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No.09/2023 dated September 25, 2023 and Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs (collectively 'MCA Circulars'), the Company is convening the 32<sup>nd</sup> Annual General Meeting (the 'AGM') through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its Circular No. SEBI/HO/CFD/CFD-PoD-

GST No.: 07AMAPS 9564 K1ZE



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





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2/P/CIR/2024/133 dated 03<sup>rd</sup> October, 2024 and other applicable circulars issued in this regard (collectively 'SEBI Circulars'), have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')

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 32<sup>nd</sup> 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 Remote E-Voting period to facilitate E-Voting by equity shareholders of the Company as at the "cut-off date" i.e. Thursday, September 4, 2025, commenced on Sunday, September 07, 2025 at 9:00 a.m. (IST) and ended on Wednesday, September 10, 2025 at 5:00 p.m. (IST) and the NSDL Remote E-Voting platform was blocked thereafter.
4. The Company had also provided 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, i.e. Thursday, September 4, 2025 were entitled to vote on the resolutions as contained in the Notice of the 32<sup>nd</sup> AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. After the conclusion of e-voting at the Annual General Meeting, the votes cast through Remote E-Voting/ E-voting during the AGM were then unblocked in the presence of two witnesses Ms. Surbhi Sharma (House No 90, 3<sup>rd</sup> Floor, Pocket-28, Sector-24, Rohini, Delhi-110085) and Ms. Pushpa Joshi (House No. 22, 2<sup>nd</sup> 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.

Ms. Surbhi Sharma

Ms. Pushpa Joshi

7. 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.

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### **Responsibility of the Management**

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice of 32<sup>nd</sup> AGM dated June 27, 2025.

### **Responsibility as a Scrutinizer**

Our responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 32<sup>nd</sup> AGM dated June 27, 2025 based on the reports generated from the e-voting website of NSDL, the authorized agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly compiled.

I now submit the Consolidated Report on the Results of the remote e-voting and e-voting in respect of the said resolutions hereunder:







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**RESOLUTION NO. 1: ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Standalone Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	300	101004094	100.000
Total Number of Votes against the resolution	36	4125	0.004
Total Number of Votes in favour of Resolution	264	100999969	99.996

Therefore, the Resolution No. 1 has been approved with requisite majority.

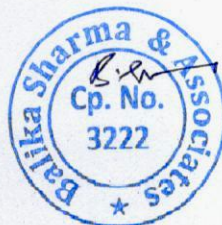
**RESOLUTION 2: ORDINARY RESOLUTION**

To appoint a Director in place of Ms. Anuradha Prasad Shukla (DIN: 00010716) who retires by rotation and being eligible, offers herself for re-appointment:

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	291	11679732	100.00
Total Number of Votes against the resolution	38	306792	2.627
Total Number of Votes in favour of Resolution	253	11372940	97.373

Therefore, the Resolution No. 2 has been approved with requisite majority.

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**RESOLUTION 3: ORDINARY RESOLUTION**

**Appointment of Secretarial Auditor and fixing their remuneration:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	299	101003894	100.000
Total Number of Votes against the resolution	35	4115	0.004
Total Number of Votes in favour of Resolution	264	100999779	99.996

Therefore, the Resolution No. 3 has been approved with requisite majority.

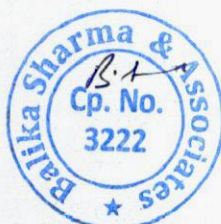
**RESOLUTION 4: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions with its Subsidiaries:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	285	11677226	100.000
Total Number of Votes against the resolution	38	4131	0.035
Total Number of Votes in favour of Resolution	247	11673095	99.965

Therefore, the Resolution No. 4 has been approved with requisite majority.

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**RESOLUTION 5: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions with its Related Parties:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	283	11666966	100.000
Total Number of Votes against the resolution	40	307753	2.638
Total Number of Votes in favour of Resolution	243	11359213	97.362

Therefore, the Resolution No. 5 has been approved with requisite majority.

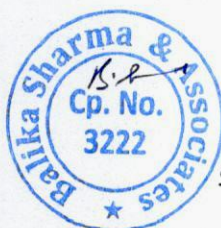
**RESOLUTION 6: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions by News24 Broadcast India Limited with its Related Parties:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	283	11666966	100.000
Total Number of Votes against the resolution	39	307743	2.638
Total Number of Votes in favour of Resolution	244	11359223	97.362

Therefore, the Resolution No. 6 has been approved with requisite majority.

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**RESOLUTION 7: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions by E24 Glamour Limited with its Related Parties:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	283	11666966	100.000
Total Number of Votes against the resolution	40	307753	2.638
Total Number of Votes in favour of Resolution	243	11359213	97.362

Therefore, the Resolution No. 7 has been approved with requisite majority.

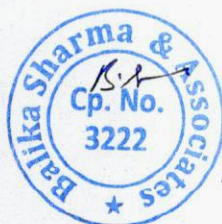
**RESOLUTION 8: ORDINARY RESOLUTION**

**Approval of Material Related Party Transactions by Skyline Radio Network Limited with its Related Parties:**

Particulars	No. of Members who cast their Votes	No. Equity Shares of the Nominal value of Rs. 2/-each (No. of Votes)	% of Total Votes Received
Total Votes received by electronic mode (Remote e-voting and e-voting at AGM)	283	11666966	100.000
Total Number of Votes against the resolution	40	307753	2.638
Total Number of Votes in favour of Resolution	243	11359213	97.362

Therefore, the Resolution No. 8 has been approved with requisite majority.

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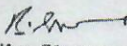
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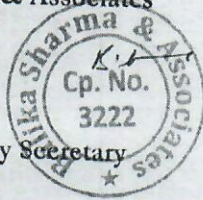
8. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter, I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
9. Based on the above e-voting results, I confirm that all resolutions have been carried on with requisite majority, accordingly we request the Chairperson of the 32<sup>nd</sup> AGM or the person authorized by Chairperson to announce the results of the meeting.

Thanking you,

Yours faithfully

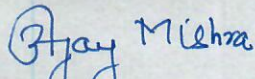
For Balika Sharma & Associates

  
Balika Sharma  
Practicing Company Secretary  
C. P. No.: 3222  
M.NO. FCS 4816  
UDIN: F004816G001241238



Place: Noida  
Date: 13.09.2025

Countersigned by

  
Ajay Mishra  
Company Secretary &  
Compliance Officer  
M. No.: A21096  
B.A.G. Films and Media Limited



Place: Noida  
Date: 13.09.2025

GST No.: 07AMAPS 9564 K1ZE

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