

ANNEXURE "I" TO BOARD'S REPORT
**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**
as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:** : L74899DL1993PLC051841
- ii) **Registration Date** : 22nd January, 1993
- iii) **Name of the Company** : B.A.G. Films and Media Limited
- iv) **Category / Sub-Category of the Company** : Public Company/
Limited by Shares/Indian Non-Government Company
- v) **Address of the Registered office and contact details:** : 352, Aggarwal Plaza, Plot No-8, Kondli, New Delhi-110096.
Tel. : 91 120 460 2424
Fax: 91 120 3911401
E-mail: info@bagnetnetwork.in
Website: www.bagnetnetwork24.in
- vi) **Whether listed company:** : Yes
- vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any:** : Alankit Assignments Limited,
Alankit House, 4E/2, Jhandewala Extension,
New Delhi-110055.
Tel. : 011-42541234 ,
Fax: 011-23552001
E-mail: rta@alankit.com
Website: www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Motion Picture, Video and Television Programs Production Activities	5911	73.90
2	Leasing of Production and Broadcast Equipments and/are other assets	7730	26.10

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares Held	Applicable Section
1	Skyline Radio Network Limited A-60, Basement, Near Malviya Nagar Market, New Delhi-110017	U92132DL2005PLC142230	Subsidiary	71.05	2(87)
2	E24 Glamour Limited 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096	U92419DL2007PLC160548	Subsidiary	69.23	2(87)
3	News24 Broadcast India Limited 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096	U32204DL2007PLC162094	Subsidiary	53.82	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category	Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoter									
1	Indian									
(a)	Individuals/ HUF	21507790	-	21507790	10.87	23077790	-	23077790	11.66	0.79
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	65894868	-	65894868	33.29	69670392	-	69670392	35.20	1.91
(e)	Banks /FI	-	-	-	-	-	-	-	-	-
(f)	Any other	-	-	-	-	-	-	-	-	-
	Sub - Total (A) (1)	87402658	-	87402658	44.16	92748182	-	92748182	46.86	2.70
2	Foreign	-	-	-	-	-	-	-	-	-
(a)	NRI - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks /FI	-	-	-	-	-	-	-	-	-
(e)	Any other	-	-	-	-	-	-	-	-	-
	Sub - Total (A) (2)	-	-	-	-	-	-	-	-	-
	Total shareholding of Promoter (A) = (A) (1) + (A) (2)	87402658	-	87402658	44.16	92748182	-	92748182	46.86	2.70
(B)	Public shareholding	-	-	-	-	-	-	-	-	-
1	Institutions	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
(b)	Banks /FI	-	-	-	-	4271	-	4271	0.0	0.00
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-
(g)	FIs	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i)	Other (specify):	-	-	-	-	-	-	-	-	-
	Sub - Total (B) (1)	-	-	-	-	4271	-	4271	0.0	0.00
2	Non-Institutions	-	-	-	-	-	-	-	-	-
(a)	Bodies Corporate	-	-	-	-	-	-	-	-	-
	i) Indian	21882290	1	21882291	11.06	20781399	1	20781400	10.50	-0.56
	ii) Overseas	-	-	-	-	-	-	-	-	-

Category	Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2019)				No. of Shares held at the end of the year (March 31, 2020)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b)	Individuals –	-	-	-	-	-	-	-	-	-
	i) Individual shareholders holding nominal share capital up to Rs. 1 Lac	42203855	200444	42404299	21.43	44537941	200402	44738343	22.60	1.18
	ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lac	43687774	70250	43758024	22.11	36489322	70250	36559572	18.47	-3.64
(c)	NBFC Registered with RBI	1500	0	1500	0.00	3600	0	3600	0.00	0.00
(d)	Any other (specify)		-	-	-	-	-	-	-	-
	i) Clearing Members	128980	-	128980	0.07	187095	-	187095	0.09	0.03
	ii) HUF	1161738	-	1161738	0.59	1338538	-	1338538	0.68	0.09
	iii) NRIs	1054900	-	1054900	0.53	1433389	-	1433389	0.72	0.19
	iv) OCBs	49300	49300	98600	0.05	49300	49300	98600	0.05	0.00
	v) Trust	25100	-	25100	0.01	25100	-	25100	0.01	0.00
	Sub - Total (B) (2)	110195437	319995	110515432	55.84	104845684	319953	105165637	53.14	-2.70
	Total Public Shareholding (B) = (B) (1) + (B) (2)	110195437	319995	110515432	55.84	104849955	319953	105169908	53.14	-2.70
	TOTAL (A) + (B)	197598095	319995	197918090	100.00	197598137	319953	197918090	100.00	0.00
(C)	Shares held by Custodians for GDRs and ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A) + (B) + (C)	197598095	319995	197918090	100.00	197598137	319953	197918090	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2019)			Shareholding at the end of the year (31 st March, 2020)			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anuradha Prasad Shukla	21479190	10.85	0	23049190	11.65	0	0.79
2	Jyoti Shukla	1900	0.00	0	1900	0.00	0	0.00
3	Sudhir Shukla	26700	0.01	0	26700	0.01	0	0.00
4	ARVR Communications Private Limited	38194868	19.30	0	38194868	19.30	0	0.00
5	Skyline Tele Media Services Limited	23450000	11.85	0	27225524	13.76	0	1.91
6	B.A.G. Live Entertainment Limited	4250000	2.15	0	4250000	2.15	0	0.00
	Total	87402658	44.16	0	92748182	46.86	0	2.70

(iii) Change in Promoters' Shareholding:

Sl. No.	Shareholder's Name	Date	Reason	Shareholding at the beginning of the year (April 1, 2019)		Cumulative Shareholding during the year (2019-2020)	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anuradha Prasad Shukla Limited*						
	At the beginning of the year	01.04.2019		21479190	10.85		
	Change during the year	13.09.2019	Purchase	100000	0.05	21579190	10.90
		16.09.2019	Purchase	400000	0.20	21979190	11.10
		19.09.2019	Purchase	500000	0.25	22479190	11.36
		23.09.2019	Purchase	500000	0.25	22979190	11.61
		24.09.2010	Purchase	70000	0.04	23049190	11.65
	At the end of the year	31.03.2020				23049190	11.65
2	Skyline Tele Media Services Limited						
	At the beginning of the year	01.04.2019		23450000	11.85	-	-
	Change during the year	30.09.2019	Purchase	561000	0.28	24011000	12.13
		04.03.2020	Purchase	89523	0.05	24100523	12.18
		05.03.2020	Purchase	20000	0.01	24120523	12.19
		06.03.2020	Purchase	77128	0.04	24197651	12.23
		09.03.2020	Purchase	75197	0.04	24272848	12.27
		11.03.2020	Purchase	124712	0.06	24397560	12.33
		12.03.2020	Purchase	67814	0.03	24465374	12.36
		13.03.2020	Purchase	303323	0.15	24768697	12.51
		16.03.2020	Purchase	106712	0.05	24875409	12.56
		17.03.2020	Purchase	145291	0.07	25020700	12.64
		18.03.2020	Purchase	161666	0.08	25182366	12.72
		19.03.2020	Purchase	218808	0.11	25401174	12.83
		20.03.2020	Purchase	72698	0.04	25473872	12.87
		23.03.2020	Purchase	243162	0.12	25717034	12.99
		24.03.2020	Purchase	230194	0.12	25947228	13.11
		25.03.2020	Purchase	583151	0.30	26530379	13.41
		26.03.2020	Purchase	540839	0.27	27071218	13.68
		27.03.2020	Purchase	46415	0.02	27117633	13.70
		30.03.2020	Purchase	92610	0.05	27210243	13.75
		31.03.2020	Purchase	15281	0.01	27225524	13.76
	At the end of the year	31.03.2020				27225524	13.76

*Apart from the above, there has been no change in the shareholding of promoter group of the Company during the year.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (April 1, 2019)		Cumulative Shareholding during the year (2019-2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	High Growth Distributors Private Limited	13078000	6.61	13078000	6.61
2	Sameer Gehlaut	20250900	10.23	9620763	4.86
3	Ritika Agarwal	1092500	0.55	2377500	1.20
4	PAR Vision Consultancy Private Limited	1702054	0.86	1702054	0.86
5	Pragmatic Traders Private Limited	1400000	0.71	1400000	0.71
6	Sreekumar Kizhakke Kandoth	1157713	0.58	1157713	0.58
7	Nimish Talsania	999999	0.51	985000	0.50
8	Narinder Pal Gupta	820902	0.41	820902	0.41
9	Mukesh Kumar Agarwal	870000	0.44	870000	0.44
10	GEPL Capital Private Limited	768000	0.39	768000	0.39

*The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel (KMPs):

Sl. No.	Directors*	Date	Reason	Shareholding at the beginning of the year (April 1, 2019)		Cumulative Shareholding during the year (2019-2020)	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ms. Anuradha Prasad Shukla, Chairperson and Managing Director						
	At the beginning of the year	01.04.2019		21479190	10.85		
	Increase/Decrease in shareholding during the year	13.09.2019	Purchase	100000	0.05	21579190	10.90
		16.09.2019	Purchase	400000	0.20	21979190	11.10
		19.09.2019	Purchase	500000	0.25	22479190	11.36
		23.09.2019	Purchase	500000	0.25	22979190	11.61
		24.09.2010	Purchase	70000	0.04	23049190	11.65
	At the end of the year	31.03.2020				23049190	11.65
2	Mr. Sudhir Shukla, Director						
	At the beginning of the year	01.04.2019		26700	00.01		
	Increase/Decrease in shareholding during the year			0	0	0	0
	At the end of the year	31.03.2020		26700	00.01	26700	00.01
	Key Managerial Personnel*						
	At the beginning of the year	01.04.2019		0	0		
	Increase/Decrease in shareholding during the year			0	0	0	0
	At the end of the year	31.03.2020		0	0	0	0

* Note: Names of only those Directors & KMPs who held shares at any time during the year have been mentioned.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment” Refer **Notes to Financial Statement**.

The Company is not accepting any deposit under section 73 to 76 of the company Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Ms. Anuradha Prasad Shukla, Chairperson and Managing Director	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	144.00	144.00
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total (A)	144.00	144.00
	Ceiling as per the Act*	N.A.*	

*The above said remuneration is in compliance with provisions of Schedule V of the Companies Act, 2013 and the said payment is within the overall limit approved by Members of the Company.

B. Remuneration to other Directors:

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Ms. Urmila Gupta	Mr. Pankaj Chaturvedi	
	• Fee for attending board / committee meetings • Commission • Others, please specify	1.05	0.90	1.95
	Total (1)	1.05	0.90	1.95
2.	Other Non-Executive Directors		Mr. Sudhir Shukla	
	• Fee for attending board / committee meetings • Commission • Others, please specify		1.05	1.05
	Total (2)		1.05	1.05
	Total (B)=(1+2)	1.05	1.95	3.00
	Total Managerial Remuneration= (A+B)			147.00#
	Overall Ceiling as per the Act*			N.A.

The remuneration to Managing Director and other Directors (being the total of A and B).

*There is inadequate profit of the Company calculated as per section 198 of the Companies Act, 2013.

C. Remuneration to Key Managerial Personnel Other Than Managing Director/Manager/Whole Time Director

(Rs. In Lakh)

Sl. No.	Particulars of Remuneration	Name of KMP other than MD/WTD/Manager		
		Mr. Ajay Jain CFO	Mr. Rajeev Parashar Company Secretary	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	32.00	30.00	62.00
2.	Stock Option	-	-	
3.	Sweat Equity	-	-	
4.	Commission - as % of profit - others, specify...	-	-	
5.	Others, please Specify	-	-	
	Total	32.00	30.00	62.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: (NIL)