

B.A.G. FILMS AND MEDIA LIMITED

Reg. Off: 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096
Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)
Tel: 91 120 460 2424, Fax No. 91 120 391 1401
Web: www.bagnetnetwork24.in , E-mail: info@bagnetnetwork.in
CIN: L74899DL1993PLC051841

NOTICE

Notice is hereby given that the 31st Annual General Meeting ("AGM") of Members of **B.A.G. Films and Media Limited** ("the Company") will be held on Wednesday, August 28, 2024 at 4.30 P.M. (IST) through Video Conferencing("VC")/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Kumar Dubey (DIN: 03533543) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **Re-appointment of Mr. Arshit Anand (DIN: 08730055) as an Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors for re-appointment of Mr. Arshit Anand (DIN: 08730055) whose period of office expires on March 31, 2025 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for a second term under the provisions of the Act and rules made thereunder and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company with effect from April 01, 2025 up to March 31, 2030 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

4. **Appointment of Ms. Anamika Sood (DIN: 10629116) as a Director and as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT Ms. Anamika Sood (DIN: 10629116), who was appointed as an Additional Director of the Company with effect from May 29, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 80 of the Articles of Association of the Company and who is eligible for appointment and consented to act as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), as amended from time to time, the appointment of Ms. Anamika Sood, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not be liable to retire by rotation, for a term of five years, i.e., from May 29, 2024 to May 28, 2029 (both days inclusive), be and is

hereby approved.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

5. **Re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of the Articles of Association of the Company and upon recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director of the Company, liable to retire by rotation, for a period of five (5) years with effect from April 01, 2025 to March 31, 2030 (both days inclusive) on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this Meeting with the authority to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of the said re-appointment and remuneration, in such manner as may be agreed to between the Board and Ms. Anuradha Prasad Shukla, as it may deem fit within the maximum limits of remuneration for the Chairperson and Managing Director approved by the Members of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director, the Company

will pay to Ms. Anuradha Prasad Shukla in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof constituted to exercise its powers (including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds and things and take all steps as may be deemed necessary, proper or expedient to give effect of this resolution."

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : July 25, 2024

Ajay Mishra
Company Secretary and
Compliance Officer
ACS: 21096

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, New Delhi-110096
CIN: L74899DL1993PLC051841
Tel: + 91 120 4602424
Email: info@bagnetwork.in
Web : www.bagnetwork24.in

NOTES:

1. Pursuant to the Circulars No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 21/2021 dated 14th December, 2021, 02/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Government of India (MCA) and other applicable circulars, (hereinafter, collectively referred as the "MCA Circulars") prescribed the procedures and manner of conducting the AGM through VC/OVAM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/ CIR/2022/0063 dated 13th May, 2022, Circular No. SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("hereinafter, collectively referred as SEBI Circulars") prescribing the procedures and manner of conducting the AGM through VC/OVAM. In compliance with the provisions

of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the SEBI Listing Regulation”), MCA Circulars and SEBI Circulars, the 31st AGM of the Members of the Company be held through VC/OAVM. The deemed venue for the 31st AGM shall be Registered Office of the Company i.e. 352, Aggarwal Plaza, Plot No.8, Kondli, New Delhi-110096.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3, 4 and 5 of the accompanying Notice are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3, 4 and 5 set out above and relevant details in respect of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“Secretarial Standard”) are annexed hereto. The recommendation of the Board of Directors of the Company (“Board”) in terms of Regulation 17(11) of the SEBI Listing Regulations is also provided in the said Explanatory Statement.
5. The Company has appointed National Securities Depositories Limited (NSDL) to provide VC / OAVM facility & e-voting facility for the AGM. The detailed procedure for participation in the AGM through VC/OAVM is as per note no. 26 of the Notice of 31st AGM and also available at the Company’s website www.bagnet24.in
6. Pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@bagnet24.in with a copy marked to csbalikasharma.h@gmail.com and evoting@nsdl.com from their registered Email ID, a scanned copy (PDF / JPG format) of certified

copy of the Board Resolution / Authority Letter authorizing their representative.

7. Members (including a duly authorised representative of a body corporate) attending the 31st AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with MCA Circulars and other applicable circulars.
8. As per the MCA Circulars, at least 1,000 Members will be able to join AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first- served principle.
9. The Register of Members and Share Transfer Register of the Company will remain closed from **Thursday, August 22, 2024 to Wednesday, August 28, 2024** (both days inclusive).
10. **Dispatch of Annual Report through E-mail:**

In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the SEBI, the Notice of the 31st AGM along with the Annual Report of the Company for the financial year ended March 31, 2024 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”) or with their respective Depository Participant/s (DPs).

Member may please note that the Notice of 31st AGM and Annual Report 2023-24 will be available on the Company’s corporate website at <https://bagnet24.in>. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the Notice of 31st AGM is also available on the e-voting website of NSDL at www.evoting.nsdl.com.

11. We encourage members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company’s RTA, to receive copies of the Annual Report 2023-24 in electronic mode.
12. **Updation of PAN and other details:**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, mandated furnishing

of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

In terms of above Circular, folios of physical shareholders wherein any one of the above said details such as PAN, email address, mobile number, bank account details and nomination are not available, are required to be frozen with effect from October 1, 2023. Further, in terms of the said Circular, such physical shareholders will not be eligible, unless the requirements of this Circular has been complied with by such shareholders, for the following:

- a. to lodge grievance or avail service request from the RTA of the Company; and
- b. for receipt of dividend, interest or redemption payment in respect of such frozen folios.

Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. As per the above SEBI Circular, the frozen folios shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

In this connection, shareholders holding shares in physical form are requested to update their PAN, KYC, Nomination details. The Forms for updating KYC can be downloaded from our website www.bagnetwork24.in under Investor Relation.

We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN), address and bank mandate with the Company to ensure receipt of Annual Report, dividend and/ or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

Accordingly, to update the KYC details with the Company or intimate about change in their KYC, the following procedure may be followed:

Demat Holding: Update the PAN and KYC (i.e. postal address with pin code, email address, mobile number, bank account details) through your Depository Participants (DPs).

Physical Holding: PAN and KYC documents can be sent directly to the RTA in any of the following manner:

Through 'In Person Verification' (IPV): Shareholders can submit their required documents at the office of the RTA.

Through hard copies: Shareholders can send duly self-attested and dated hard copies of the required documents to below mentioned address of the RTA.

Electronic Mode: Shareholders can send the required documents with E-sign from their registered email ID, as prescribed by SEBI.

The Company has also issued public notice urging the shareholders for registration and/or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

13. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:
 - I. This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/ clients and listed companies (including their RTA's) or specified intermediaries/ regulated entities in the securities market.
 - II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
 - III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.
14. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary User ID and password is given in subsequent paragraphs. Such remote e-voting facility is in addition to the voting that will take place at the 31st AGM, being held through VC / OAVM.

15. Members joining the Meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
16. The Company has fixed **Wednesday, August 21, 2024** as the **cut-off date** for identifying the Members who shall be eligible to vote through remote e-voting facility and for participation and voting in the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.
17. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management, Members can contact the Company or RTA, for assistance in this regard.
18. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or the Registrar and Share Transfer Agent of the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice of 31st AGM will be made available for inspection in electronic mode at our website <https://bagnetnetwork24.in/> up to the date of this AGM and upon login to NSDL Portal at <https://www.evoting.nsdl.com/> during the AGM. Members seeking to inspect such documents can send an email to info@bagnetnetwork.in.
20. In terms of the provisions of Section 152 of the Act, Mr. Sanjeev Kumar Dubey (DIN: 03533543) Director of the Company, retire by rotation at the AGM and being eligible he has indicated their willingness for the proposed re-appointment. The Board of Directors of the Company recommended his re-appointment for the approval of the Members.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4. The said form can be downloaded from the Company's website at <https://bagnetnetwork24.in/shareholders-corner/>. Any shareholder who is desirous of dematerializing their securities may write to the RTA at rta@alankit.com and to the Company at info@bagnetnetwork.in for any clarifications, if needed.
22. Pursuant to regulation 44(6) of the SEBI Listing Regulations, as amended, the Company is providing VC / OAVM facility to its members to attend the AGM.
23. Since the AGM will be held through VC/OAVM facility, the Attendance slip and Route Map are not annexed to this Notice.
24. Under Section 125 of the Companies Act, 2013 read with rules made there under the amount of unclaimed or unpaid dividend for the period of seven year or more from the due date is required to be deposited in the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
25. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Company website www.bagnetnetwork24.in.
26. **Instructions for E-voting and Joining the AGM are as follow:**
 - A: PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**
 - i. Pursuant to the provisions of Section 108 of the Act 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, the Company is providing facility of e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting during the AGM will be provided by NSDL.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Wednesday, August 21, 2024**, shall be entitled to avail the facility of remote e-voting as well as

- e-voting system on the date of the AGM.
- iii. A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. **Wednesday, August 21, 2024**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM.
 - iv. The remote e-voting period will commence on **Saturday, August 24, 2024 at 9:00 am (IST)** and ends on **Tuesday, August 27, 2024 at 5:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the Member casts the vote on a resolution, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
 - v. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to exercise their right to vote on such resolution(s) upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
 - vi. The e-voting module on the day of the AGM shall be disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.

B: INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE AGM) ARE AS UNDER:

- a) Members will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company i.e. **129518** will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further

- Members can also use the OTP based login for logging into the e-Voting system of NSDL.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
 - c) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - e) Members are encouraged to submit their questions in advance with respect to the finance or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at info@bagnetnetwork.in on or before 5.00 p.m. (IST) on Friday, August 23, 2024.
 - f) Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@bagnetnetwork.in on or before 5.00 p.m. (IST) on Friday, August 23, 2024. **Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - g) Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com or call on 022-4886 7000 or contact to Ms. Pallavi Mhatre on evoting@nsdl.com.

C: INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE AGM:

The instructions for remote e-voting before the AGM are as under:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:





Step 1: Login to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.stem

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 099 11

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional investors, who are members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csbalikasharma.h@gmail.com with a copy marked to evoting@nsdl.com.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, at evoting@nsdl.com.
- Process for those shareholders whose email ids are not registered with the depositories/RTA for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company's email at info@bagnetnetwork.in or Company's RTA email id at info@alankit.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@bagnetnetwork.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
27. M/s Balika Sharma & Associates, Practicing Company Secretary (Membership No. FCS 4816 and COP No. 3222) has been appointed as the Scrutinizer by the Board of Directors to scrutinize the remote e-voting process before the AGM as well as e-voting during the AGM in a fair and transparent manner.
 28. The Chairperson shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility.
 29. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the vote cast through remote e-voting in the presence of at least 2(two) witness not in

the employment of the Company and shall within two working days or not later than 3 (three) days, whichever is earlier, of the conclusion of the AGM, submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or a person authorised by her in writing who shall countersign the same and declare the results of voting forthwith.

30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company's website www.bagnet24.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
31. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. August 28, 2024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 3, 4 and 5 of the accompanying Notice of 31st Annual General Meeting dated July 25, 2024.

ITEM NO.3

The Members of the Company at their 27th Annual General Meeting (AGM) held on September 29, 2020, approved the appointments of Mr. Arshit Anand (DIN: 08730055) with effect from April 1, 2020, as Independent Directors of the Company to hold office for a term of 5 (five) consecutive years in terms of Section 149 of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"). Mr. Anand will complete his present term as an Independent Director of the Company on March 31, 2025.

Mr. Arshit Anand, aged 31 years is a known practicing lawyer in Supreme Court of India, Delhi. He has completed his studies from Amity Law School, Noida. With more than 9 years of experience in his field and has specialisation in Constitutional law, Companies law, Insolvency & Bankruptcy Code, Communication Law, Arbitration Law, Mines Law and Criminal Law.

He is having sound experience of corporate management, possesses all required competence, and is ideally suited for the job. The Committee believes that his guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.

The scenario of corporate and legal compliances has witnessed sea change in last decade. BAG is committed to ensuring high level of corporate governance. Mr. Arshit, with his experience and rigor, and renewed sense of latest developments in legal and corporate field will add great value to the Company.

Based on the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Director ("the Board") at its meeting held on July 25, 2024, after taking into consideration the performance evaluation, background, business knowledge, skills, experience and contribution made by Mr. Arshit Anand (DIN: 08730055) during his tenure as Independent Director, decided that the continued association of Mr. Arshit Anand would be beneficial to the Company and it is desirable to avail their services as Independent Directors of the Company. Accordingly, the Board has approved the re-appointment of Mr. Arshit Anand as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to 5 (Five) consecutive years with effect from April 01, 2025 up to March 31, 2030 (both days inclusive), subject to the approval of Members of the Company.

Mr. Arshit Anand has confirmed that he is not disqualified to act as Independent Director in terms of Section 164 of the Act and is not debarred from holding the office of Independent Director by virtue of any SEBI order or any other such authority and are in compliance with Rule 6(1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received consent from Mr. Arshit Anand to act as Independent Director and declarations that he meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. As recommended and opined by the NRC and the Board, Mr. Arshit Anand is persons of integrity and fulfill the conditions specified under the Act read with rules made thereunder and the SEBI Listing Regulations for his re-appointment as Independent Director of the Company and is eligible & independent of the management.

The Company has also received notice in writing from a Member proposing the candidatures of for the office of Directors of the Company.

Given their knowledge, acumen, expertise, experience (including the proficiency), skills, valuable contribution to the deliberations at the meetings of the Board/ Committees, the NRC and the Board are of the opinion that it would be in the interest of the Company to re-appoint as Independent Director of the Company.

In view of the above, it is proposed to seek approval of the Members by way of special resolution for the re-appointment of Mr. Arshit Anand as Independent Director of the Company for a second term of up to 5 (Five) consecutive years in terms of Section 149 and other applicable provisions of the Act and

Regulations 16, 17(1A) and 25 of the SEBI Listing Regulations. Copies of the draft letter of re-appointment of Mr. Arshit Anand as Independent Director, setting out the terms and conditions are available for inspection by the Members.

The profile/ resume, area of expertise and other details of Mr. Arshit Anand pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) is annexed and form part of this Notice.

Mr. Arshit Anand, being appointee, is interested in the resolution set-out at Item No. 3 of this Notice. The relatives of Mr. Arshit Anand may be deemed to be interested in the respective resolution to the extent of their shareholding, if any, in the Company. Mr. Arshit Anand is not related to any Director of the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommended the resolution set-out at Item No. 3 for approval of the Members as Special Resolution.

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Ms. Anamika Sood (DIN: 10629116) as an Additional Director, in the category of Non-Executive Independent Director of the Company with effect from May 29, 2024 not liable to retire by rotation, for a term of five years, i.e., from May 29, 2024 up to May 28, 2029 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 80 of the Articles of Association of the Company, Ms. Anamika Sood shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director.

Ms. Anamika Sood has given her declaration to the Board, inter alia, that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) she is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgement and without any external influence. He has also given his consent to act as a Director.

In the opinion of the Board, Ms. Sood is a person of integrity,

possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Sood on the Board of the Company and accordingly the Board recommends the appointment of Ms. Anamika Sood as an Independent Director, as proposed in the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Copies of the draft letter of appointment of Ms. Anamika Sood as Independent Director, setting out the terms and conditions are available for inspection by the Members.

The profile/ resume, area of expertise and other details of Ms. Anamika Sood pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India) is annexed and form part of this Notice.

Ms. Anamika Sood, being appointee, is interested in the resolution set-out at Item No. 4 of this Notice. The relatives of Ms. Anamika Sood may be deemed to be interested in the respective resolution to the extent of their shareholding, if any, in the Company. Ms. Anamika Sood is not related to any Director of the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommended the resolution set out at Item No. 4 for approval of the Members as Special Resolution.

ITEM NO.5

The Members of the Company at the 26th Annual General Meeting ("AGM") of the Company held on September 25, 2019, approved the appointment and terms of remuneration of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director of the Company, for a period of 5 (Five) years from 1st April, 2020 to 31st March, 2025 (both days inclusive). Ms. Anuradha Prasad Shukla will complete her present term as a Chairperson and Managing Director of the Company on March 31, 2025.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their respective meetings held on July 25, 2024 and subject to the approval of Members of the Company, has approved the re-appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director of the Company for a further period of 5 (Five) consecutive years with effect from April 1, 2025 to March 31, 2030 (both days inclusive).

Ms. Anuradha Prasad Shukla is a promoter of the Company since 1993. She possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started

her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel and headed the Observer Channel. She has also worked with Network East, department of BBC Network.

Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously. She is devoting her full time and energy for the growth of the company. Under her supervision, the Company has achieved new heights with better performance year after year. It is therefore desired to retain her valuable guidance.

Ms. Anuradha Prasad Shukla satisfies all the conditions set out in Part I of Schedule V to the Act and conditions set out under Section 196 of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Having regard to the qualifications, experience in various fields, and the trend in the Films and Media industry and knowledge, the Board is of the view that the re-appointment of Ms. Anuradha Prasad Shukla, Chairperson and Managing Director of the Company will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to her commensurate with her abilities and experience.

The profile/ resume, area of expertise and other details of Ms. Anuradha Prasad Shukla pursuant to the provisions of the SEBI Listing Regulations and the Act (including Secretarial Standard on General Meetings issued by the Institute of

In terms of the provisions of Schedule V read with Section 196 & 197 of the Act and subject to approval of the Members, the terms and conditions of re-appointment and remuneration of Ms. Anuradha Prasad Shukla, Chairperson and Managing Director is as follows:

Name of Director	Ms. Anuradha Prasad Shukla (DIN:00010716), Chairperson and Managing Director
Period of Appointment	The appointment shall be made for a period of 5 (Five) years with effect from April 1, 2025 to March 31, 2030 (both days inclusive)
Salary	Consolidated salary, perquisites and allowances: Rs.160 Lakhs (Rupee One Hundred Sixty Lakhs) per annum.
Perquisites	For this purpose perquisites are classified below:

Perquisites: Perquisites shall include like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance. The aggregate monetary value of such perquisites shall not exceed 30% of the salary or such other ceiling as may be determined by the Nomination and Remuneration Committee or the Board, in any financial year, for the purposes of which perquisites shall be valued as per the provisions of the Income Tax Act, 1961 ('IT Act') and the Rules framed thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost.

However, in addition to the above perquisites the Chairperson and Managing Director is entitled to the following, which

Company Secretaries of India) is annexed and form part of this Notice.

Ms. Anuradha Prasad Shukla, being appointee, is interested in the resolution set out at Item No. 5 of this Notice. The relatives of Ms. Anuradha Prasad Shukla may be deemed to be interested in the respective resolution to the extent of their shareholding, if any, in the Company. Ms. Anuradha Prasad Shukla is not related to any Director of the Company.

Save and except the above, none of the other Director/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions except to the extent of their shareholding, if any, in the Company.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

The Board of Directors of the Company recommended the resolution set out at Item No. 5 for approval of the Members as Special Resolution.

The principal terms and conditions of reappointment and remuneration of aforesaid Managerial Personnel are given in below and the same may be treated as a written memorandum setting out the terms of re-appointment of Ms. Anuradha Prasad Shukla, Chairperson and Managing Director of the Company under Section 190 of the Act and in keeping with the provisions of Section 190(2) of the said Act, the same will be open to inspections by any member of the Company without payment of any fee.

shall not be included in the previously mentioned perquisite limit:

- Rent free furnished accommodation owned / leased / rented by the Company, or housing allowance in lieu thereof, and reimbursement of actual house maintenance expenses including repairing thereof.
- Contributions to Provident Fund and Superannuation Fund/NPS and contribution to Gratuity Fund as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the Income Tax Act, 1961 and the Rules thereunder for this purpose.

- c. Medical expenses for self and family in India or abroad/ Medical Insurance coverage premium incurred for self and her family.
- d. Use of chauffeur driven Company car and telecommunication facilities at residence (including payment for local calls and long-distance official calls).
- e. Encashment of unavailed leave as per the rules of the Company at the end of the tenure.
- f. Reimbursement of Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) and communication expenses at residence for Company's business purpose shall be reimbursed at actuals and not considered as perquisites.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

For the purpose of perquisite stated above, "Family" means the spouse, the dependent children and dependent parents.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as specified in Schedule V to the

Companies Act, 2013 as amended from time to time.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the term of office of Ms. Anuradha Prasad Shukla (DIN: 00010716) as the Chairperson and Managing Director, the Company will pay to Ms. Anuradha Prasad Shukla in respect of such financial year(s) in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set out in the Explanatory Statement as minimum remuneration or such higher limit as may be approved by the Board, subject to the limits as specified under Schedule V to the Act, or any statutory modification(s) or re-enactment(s) thereof.

Ms. Anuradha Prasad Shukla so long as she functions as Chairperson and Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committees thereof.

Additional Information:

Statement containing the information as required under section-II, Part-II of Schedule V of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) the relevant details in relation to the resolution at Item No. 5 are as under:

I. GENERAL INFORMATION					
1.	Nature of Industry	The Company is engaged in the business of Motion Picture, Video and Television Programs Production and leasing Activities.			
2.	Date or expected date of commencement of commercial production	Commercial operations commenced in the year 1993.			
3.	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable			
4.	Financial performance based on given Indicators	(Rs. In Lakhs)			
		Particulars	Year 2023-24	Year 2022-23	Year 2021-22
		Paid Up Capital	3,956.66	3,956.66	3,956.66
		Reserve and Surplus	22,390.40	22,289.80	22,327.47
		Total Revenue from Operation	3,595.08	3,531.71	3,468.57
		Total Expenses	3,521.16	3,547.84	3,405.51
		Profit before Tax	147.30	1.48	49.46
		Tax Expenses including Deferred Tax	46.71	39.15	28.60
		Profit After Tax	100.59	(37.67)	20.86
5.	Foreign investments or collaborators, if Any	There is no foreign collaboration in your company. Total Shareholding of person resident outside India, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March 2024 was approximately 0.56% of the total sharholding of the Company.			

II. INFORMATION ABOUT THE APPOINTEE:		
1.	Background details	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company age 62 years possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started her career in the media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Some of the programs associated with Ms. Anuradha Prasad Shukla are AAJ KI BAAT (a talk show aired on DD Metro), ROZANA (news magazine on DD News Channel), ZAIKE KA SAFAR and RU-BA-RU (on Zee TV), Hindi film songs based game show HAI NA BOLO BOLO and CHALTI KA NAAM ANTAKSHRI (on Star Plus), KUMKUM - PYARA SA BANDHAN (on Star Plus), KHABEREIN BOLLYWOOD KI (a film based infotainment show on DD METRO), HAQEEQAT (series on human rights violation aired on Sahara TV) etc.</p> <p>In a journey spanning to more than two decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian entertainment industry today.</p> <p>Today, she has made BAG a brand that offers quality entertainment and media content across genres and a force to reckon with internationally</p>
2.	Recognition or awards	<p>For her immense contribution to Indian Television, Ms. Anuradha has won accolades and awards over the years. She is holding a position as the President of Association of Radio operators for India (AROI). She was a member of CII and FICCI Entertainment Committee. She is on the board of Uttaranchal Film Development Council, and is an executive member of Film Producers Guild of India.</p> <p>She has also been awarded with prestigious award "Pt. Haridutt Sharma Award" in the field of Journalism, Writing and Social Services from the Vice President of India His Excellency Shri M. Hamid Ansari.</p>
3.	Past Remuneration	<p>Ms. Anuradha Prasad Shukla was paid Rs. 160 lakhs as annual remuneration for the financial year 2023-24 as approved by shareholders.</p>
4.	Job profile and her suitability	<p>Ms. Anuradha Prasad Shukla is one of a promoters of the Company. She is Chairperson and Managing Director of the Company.</p> <p>In recognition of her contribution as well as to derive benefit from her knowledge, skills and varied experience, Ms. Anuradha Prasad Shukla was re-appointed as Chairperson and Managing Director of the Company with effect from April 1, 2025 for a period of 5 years.</p> <p>Ms. Shukla devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. She is having sound experience of Corporate management and possesses all required competencies and is ideally suited for the job.</p> <p>She has contributed immensely to the growth of the business of the Company. The Board believes that her guidance and leaderships will be in the best interest of the Company and will help the Company in setting the new goals and achieving them successfully.</p>
5.	Remuneration proposed	<p>Consolidated salary, perquisites and allowances: Rs.160 Lakhs (Rupee One Hundred Sixty Lakhs) per annum.</p>

6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Ms. Anuradha Prasad Shukla, was determined by the Nomination and Remuneration Committee after perusal of remuneration of managerial person in media industry and other companies comparable with the size of the Company, industry benchmarks in general and profile and responsibilities of Ms. Anuradha Prasad Shukla. The remuneration proposed by the Nomination and Remuneration Committee was approved by the Board of Directors at its meeting held on 25th day of July, 2024.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed herein, Ms. Anuradha Prasad Shukla does not have any material pecuniary relationship with the company except that she also holds 2,30,49,190 equity shares of the Company. She is not related to any Director or Key Managerial Personnel of the Company.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	The Company has made a profit of 100.59 Lakhs in the financial year 2023-24. The management has consistently worked to enhance the company's growth potential in every financial year, despite the global impact of the pandemic, which affected various sectors, including the media and entertainment sector. Consequently, the company experienced a loss in the previous year.
2.	Steps taken or proposed to be taken for improvement	The Company is looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Under the leadership of Ms. Anuradha Prasad Shukla, the Company is continuously evaluating its business lines and is now focusing in building its strong position in the profitable businesses like the content production services and will pursue further synergistic opportunities in related areas. The Company is significantly augmenting its production house capacities which will give further boost to the revenue and profitability. In the medium term and long run, the profitability is expected to significantly increase as the services revenue grows based on the additional capacities created.
3.	Expected increase productivity and profits measurable terms	The Company is very conscious about development in content production and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
IV. DISCLOSURES		
1.	The details required to be given under this head are disclosed under Corporate Governance Report of the Company in the Annual Report for the financial year 2023-24.	
V. PARAMETER FOR CONSIDERATION OF REMUNERATION		
1.	The financial and operating performance of the company during the three preceding financial years	The detailed balance sheet, profit & loss account and other financial statement formed part of the Annual Reports for the respective financial years which are available on the website of the Company at www.bagnetwork24.in .
2.	The relationship between remuneration and performance	Considering the fact that Ms. Anuradha Prasad Shukla is highly experienced and controls the affairs of the Company in sync with the Board of Directors of the Company. She has successfully and in a sustained way contributed significantly towards growth and performance of the Company. She has extensive experience in the media industry. She is actively involved in international markets, business strategy and business development functions of the Company.
3.	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a single Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company.

3.	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	Your company has a strong performance management culture. Every employee undergoes evaluation of his/her performance against the goals and objectives for the year, and in compensation and reward by way of variable bonus is linked to the evaluation of individual's performance. All employees of the company including Managing Director are governed by the Company's Performance Management System, in addition to Board-approved Remuneration Policy. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.
5.	The securities held by the director, including options and details of the shares pledged, if any, as at the end of March 31, 2024.	Ms. Anuradha Prasad Shukla holds 2,30,49,190 unencumbered equity shares of Rs. 2 /-each as at the end of March 31, 2024.

By Order of the Board of Directors
For B.A.G. Films and Media Limited

Place : Noida
Date : July 25, 2024

Ajay Mishra
Company Secretary and Compliance Officer
ACS: 21096

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ANNEXURE TO NOTICE

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Director proposed to be appointed/re-appointed is furnished below:

I. Mr. Sanjeev Kumar Dubey (DIN: 03533543)

Age	64 Years
Date of Birth	11.08.1960
Nationality	Indian
Date of first appointment on the Board	30.05.2022
Qualification	Advocate
Experience (including nature of expertise)	Mr. Sanjeev Kumar Dubey, aged 64 years, is an acclaimed Senior Advocate of the Hon'ble High Court of Delhi and is an active legal practitioner, arguing council Court of Law. Mr. Sanjeev completed his Master's degree in Organic Chemistry from Kanpur University and LL.B. degree from University of Delhi. Mr. Sanjeev Kumar Dubey enrolled as an Advocate with Delhi Bar Council in the year of 1987 and started practicing in various branches of Law in Delhi Courts, particularly Supreme Court and High Courts. Mr. Dubey, as a lawyer, represented central government organizations, Public Sector Undertakings before various High Courts and the Supreme Court of India. With more than 35 years of experience in his field, he has specialisation in Constitutional law, Company law, Insolvency & Bankruptcy Code, Communication Law, Family Law, Arbitration Law, Mines Law, Criminal Law and allied laws.
Details of Remuneration sought to be paid	Sitting fee for the Board Meetings attending of the Company.
Remuneration past drawn	Rs. 60,000/- (Sitting Fees) for the FY 2023-24.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	NIL
Membership and Chairmanship of the Committee of the Board of the Company	NIL
Chairmanships / Memberships of Committees in other Companies	NIL
No. of Board Meeting attended during the financial year 2023-24	4 (Four)
Terms and conditions of Appointment(if any)	Non-executive Director liable to retire by rotation.
Relationship with other Directors	Not related to any Director and Key Managerial Personnel of the Company
No. of equity shares held in the Company including as a beneficial owner	NIL
Name of the listed companies from which the Director has resigned in the past three years.	NIL

II. Mr. Arshit Anand (DIN: 08730055)

Age	31 Years
Date of Birth	13.09.1992
Nationality	Indian
Date of first appointment on the Board	01.04.2020
Qualification	Advocate
Experience (including nature of expertise)	Mr. Arshit Anand, aged 31 years is a known practicing lawyer in Supreme Court of India, Delhi. He has completed his studies from Amity Law School, Noida. With more than ten years of experience in his field and has specialization in Constitutional law, Companies Law, Insolvency and Bankruptcy Code, Communication Law, Arbitration Law, Mines Law and Criminal Law.
Details of Remuneration sought to be paid	Sitting fee for the Board and Committee Meetings attending of the Company.
Remuneration past drawn	Rs. 90,000/- (Sitting Fees) for the FY 2023-24.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	NIL
Membership and Chairmanship of the Committee of the Board of the Company	Hold membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and ESOP Compensation Committee.
Chairmanships / Memberships of Committees in other Companies	NIL
No. of Board Meeting attended during the financial year 2023-24	4 (Four)
Terms and conditions of Appointment(if any)	As stated in the Explanatory statement of this Notice of AGM.
Relationship with other Directors	Not related to any Director and Key Managerial Personnel of the Company.
No. of equity shares held in the Company including as a beneficial owner	NIL
Name of the listed companies from which the Director has resigned in the past three years.	NIL

III. Ms. Anamika Sood (DIN: 10629116)

Age	54 Years
Date of Birth	17.09.1969
Nationality	Indian
Date of first appointment on the Board	29.05.2024
Qualification	Master Degree in Literature, Maharshi Dayanand University
Experience (including nature of expertise)	<p>Ms. Anamika Sood, completed her master's degree in Literature and Education from Maharshi Dayanand University, Rohtak, Haryana.</p> <p>Ms. Sood is an academician and her expertise extends beyond academics, encompassing a profound passion in the field of Arts and Media.</p> <p>Her wide-range of experience includes corporate governance, general management consultancy, academic performance management solutions, environment, sustainability and corporate social responsibilities.</p>
Details of Remuneration sought to be paid	Sitting fee for the Board and Committee Meetings attending of the Company.
Remuneration past drawn	N.A.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	NIL
Membership and Chairmanship of the Committee of the Board of the Company	Hold membership of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Securities Committee.
Chairmanships / Memberships of Committees in other Companies	NIL
No. of Board Meeting attended during the financial year 2023-24	NIL
Terms and conditions of Appointment(if any)	As stated in the Explanatory statment of this Notice of AGM.
Relationship with other Directors	Not related to any Director and Key Managerial Personnel of the Company
No. of equity shares held in the Company including as a beneficial owner	NIL
Name of the listed companies from which the Director has resigned in the past three years.	NIL

IV. Ms. Anuradha Prasad Shukla (DIN: 00010716)

Age	61 Years
Date of Birth	08.12.1962
Nationality	Indian
Date of first appointment on the Board	22.01.1993
Qualification	Master Degree in Political Science from Delhi University.
Experience (including nature of expertise)	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company. She possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel, and also headed the Observer Channel. She has also worked with Network East, department of BBC Network.</p> <p>Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>Her immense experience in the field of media, which includes print media, electronic media and digital media, gives her an edge over others. Her vast experience in TV production and news and current affairs, not only help the company but the entire media industries in India.</p> <p>In a journey spanning more than three decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian media industry.</p> <p>She is having sound experience of Corporate management and possesses all the required competencies and is ideally suited for the job.</p>
Details of Remuneration sought to be paid	As stated in Explanatory Statement of this Notice of AGM.
Remuneration past drawn	Rs. 160.00 Lakhs for the FY 2023-24.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> 1. B.A.G. Convergence Private Limited. 2. Skyline Radio Network Limited. 3. E24 Glamour Limited. 4. News24 Broadcast India Limited. 5. Skyline Tele Media Services Limited. 6. ARVR Communications Private Limited.
Membership and Chairmanship of the Committee of the Board of the Company	She is Chairpersonship of ESOP Compensotion Committee.
Chairmanships / Memberships of Committees in other Companies	She is Member of Audit Committee and Nomination and Remuneration Committee in News24 Broadcast India Limited and Skyline Radio Network Limited.
No. of Board Meeting attended during the financial year 2023-24	4 (Four)
Terms and conditions of Appointment(if any)	As stated in the Explanatory Statment of this Notice of AGM.
Relationship with other Directors	Not related to any Director and Key Managerial Personnel of the Company
No. of equity shares held in the Company including as a beneficial owner	23,049,190 equity shares
Name of the listed companies from which the Director has resigned in the past three years.	NIL