

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

"CIN: L74899DL1993PLC051841"
FC-23, Sector 16A, Film City,
Noida 201 301
Tel.: 0120 4602424 | Fax : 0120 3911401
Mail : info@bagnetnetwork.in
www.bagnetnetwork24.in

BAG/STX/letters/2022-23/AM/1219
August 31, 2022

To,
The Listing Compliance Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G
Block, Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051

To,
The Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

NSE-SYMBOL: BAGFILMS**BSE-Scrip Code: 532507****Sub: Consolidated Scrutinizer's Report of the 29th Annual General Meeting of the Company**

Dear Sir/Madam,

With reference to the captioned subject, please find enclosed herewith the Consolidated Scrutinizer's Report for the Remote E-voting and E-voting during the AGM with respect to the Resolutions passed in the 29th Annual General Meeting (AGM) of the Company held on Monday, August 29, 2022 at 4:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means in compliance with the provisions of section 108 of the Companies Act, 2013 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.

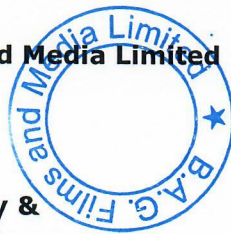
This is for your information and record please.

Thanking You

Yours sincerely

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


(Rajeev Parashar)
Company Secretary &
Compliance Officer



Encl: a/a

CC: National Securities Depository Limited-For information and updation
Trade World, Awing, 4th & 5th Floor,
Kamla Mills, Compound Lower Parel,
Mumbai-400013





Balika Sharma And Associates
Company Secretaries

Address : Flat No. 211 pocket A / 3,
Sector-7, Rohini, New Delhi,
Pin Code -110085
Mobile : 9811387946
E-mail Id: balikasharma@gmail.com

Consolidated Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Chairperson
B.A.G. Films and Media Limited
CIN: L74899DL1993PLC051841
352, Aggarwal Plaza, Plot No.8, Kondli,
New Delhi - 110096

Dear Madam,

Subject: Consolidated Scrutinizer's Report on Remote E-voting and E-voting at the 29th Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 29th Annual General Meeting (the "AGM") of the Equity Shareholders of B.A.G. Films and Media Limited ("the Company") held on Monday, August 29, 2022 at 4.30 P.M. (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

1. I, Balika Sharma, Proprietor of Balika Sharma & Associates, Practicing Company Secretary, (Membership No FCS 4816/ C.P. No. 3222) have been appointed as Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated July 26, 2022 for the purpose of scrutinizing the Remote E-Voting and Voting through Electronic System during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with the Rules 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendment thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 29th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 29th AGM, the Company has availed services of National Securities Depository Limited ('NSDL') and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') and Listing Regulations, relating to voting through electronic means on the businesses set out in the Notice of the 29th AGM. My responsibility as a

GST No. : 07AMAPS 9564 KJZE

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





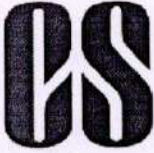
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Scrutinizer is restricted in making a Consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the business as set out in the Notice of 29th AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The Remote E-Voting period to facilitate E-Voting by equity shareholders of the Company as at the "cut-off date" of Monday, August 22, 2022, commenced on Thursday, August 25, 2022 at 9:00 a.m. (IST) and ended on Sunday, August 28, 2022 at 5.00 p.m. (IST) and the NSDL E-Voting platform was disabled thereafter.
5. The Company had also provided Remote E-Voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date Monday, August 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the 29th AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
6. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL E-Voting system.
7. I now submit the Consolidated Report as under on the results of the Remote E-Voting prior to and during the AGM in respect of the said resolutions.





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RESOLUTION NO. 1: ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
286	100685352	99.9644

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	35898	0.0356

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-A**.





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RESOLUTION NO. 2: ORDINARY RESOLUTION

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

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
275	11356851	99.6539

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	39437	0.3461

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-B.**





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RESOLUTION NO. 3: ORDINARY RESOLUTION

To approve Appointment of Statutory Auditors and to fix their Remuneration:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
286	100704427	99.9841

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	16023	0.0159

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-C.**





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RESOLUTION NO. 4: SPECIAL RESOLUTION

Appointment of Mr. Chandan Kumar Jain (DIN:09605901) as a Director and as an Independent Director:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
285	100707316	99.9870

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	13134	0.0130

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-D.**





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RESOLUTION NO. 5: ORDINARY RESOLUTION

Appointment of Mr. Sanjeev Kumar Dubey (DIN:03533543) as a Non-Executive Director:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
284	100702327	99.9820

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
33	18123	0.0180

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-E**.





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RESOLUTION NO. 6: SPECIAL RESOLUTION

Approval of remuneration of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
274	11376905	99.8321

2. Voted against the resolution:

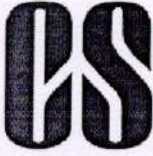
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	19133	0.1679

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-F**.





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RESOLUTION NO. 7: ORDINARY RESOLUTION

To approve Material Related Party Transactions between the Company and its Subsidiaries:

1. Voted in favor of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
268	11283923	99.6389

2. Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	40894	0.3611

3. Invalid Votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of E-Voting at AGM and Remote E-Voting are given in **Annexure-G**.





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8. The electronic data and E-Voting Registers including other relevant records shall remain in my custody until the Chairperson considers, approves and sign the Minutes of the aforesaid AGM and thereafter I shall hand over the said Registers and records to the Company Secretary/ Director authorized by the Board for safe keeping.
9. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairperson of the 29th Annual General Meeting of the Company or person authorized by Chairperson to announce the result of the meeting.

Thanking you,

Yours faithfully

For Balika Sharma & Associates


Balika Sharma
Practising Company Secretary
C. P. No.: 3222
M.NO. FCS 4816
UDIN number F004816D000880735



Place: New Delhi

Date: 31.08.2022



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Annexure-A

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 1 are as under:

Particulars			Paid-Up value of Equity Shares (in Rs.)
	No. of Voters	No. of Equity Shares	
a) Total Votes received	318	100721250	201442500
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	318	100721250	201442500
d) Total no. of votes with assent for the Resolution	286	100685352	201370704
e) Total no. of votes with dissent for the Resolution	32	35898	71796

Annexure-B

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 2 are as under:

Particulars			Paid-Up value of Equity Shares (in Rs.)
	No. of Voters	No. of Equity Shares	
a) Total Votes received	309	11396288	22792576
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	309	11396288	22792576
d) Total no. of votes with assent for the Resolution	275	11356851	22713702
e) Total no. of votes with dissent for the Resolution	34	39437	78874



GST No. : 07AMAPS 9564 K1ZE

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



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Annexure-C

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 3 are as under:

Particulars			Paid-Up value of Equity Shares
	No. of Voters	No. of Equity Shares	(in Rs.)
a) Total Votes received	317	100720450	201440900
b) Less: Invalid no. of votes casted	0	0	0
c) Valid no. of votes casted (Net)	317	100720450	201440900
d) Total no. of votes with assent for the Resolution	286	100704427	201408854
e) Total no. of votes with dissent for the Resolution	31	16023	32046

Annexure-D

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 4 are as under:

Particulars			Paid-Up value of Equity Shares
	No. of Voters	No. of Equity Shares	(in Rs.)
f) Total Votes received	317	100720450	201440900
g) Less: Invalid no. of votes casted	0	0	0
h) Valid no. of votes casted (Net)	317	100720450	201440900
i) Total no. of votes with assent for the Resolution	285	100707316	201414632
j) Total no. of votes with dissent for the Resolution	32	13134	26268





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Annexure-E

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 5 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
k)	Total Votes received	317	100720450	201440900
l)	Less: Invalid no. of votes casted	0	0	0
m)	Valid no. of votes casted (Net)	317	100720450	201440900
n)	Total no. of votes with assent for the Resolution	284	100702327	201404654
o)	Total no. of votes with dissent for the Resolution	33	18123	36246

Annexure-F

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 6 are as under:

	Particulars	Paid-Up value of Equity Shares		
		No. of Voters	No. of Equity Shares	(in Rs.)
p)	Total Votes received	308	11396038	22792076
q)	Less: Invalid no. of votes casted	0	0	0
r)	Valid no. of votes casted (Net)	308	11396038	22792076
s)	Total no. of votes with assent for the Resolution	274	11376905	22753810
t)	Total no. of votes with dissent for the Resolution	34	19133	38266



GST No. : 07AMAPS 9564 K1ZE

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



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Annexure-G

Details of E-Voting at AGM and Remote E-Voting for Resolution No. 7 are as under:

Particulars			Paid-Up value of Equity Shares (in Rs.)
	No. of Voters	No. of Equity Shares	
u) Total Votes received	302	11324817	22649634
v) Less: Invalid no. of votes casted	0	0	0
w) Valid no. of votes casted (Net)	302	11324817	22649634
x) Total no. of votes with assent for the Resolution	268	11283923	22567846
y) Total no. of votes with dissent for the Resolution	34	40894	81788

