

BAG/STX/letters/2025-26/AM/70
January 13, 2026

To, Corporate Relationship Department BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	To, The Listing Compliance Department National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051
Scrip Code: 532507	SYMBOL: BAGFILMS

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Outcome of Board Meeting held on today i.e. Tuesday, January 13, 2026

Dear Sir/Madam,

In continuation to our disclosure dated January 05, 2026 and in accordance with Regulation 30 of the Listing Regulations read with Schedule - III thereto, we wish to inform you that the Board of Directors of the Company at its meeting held on today i.e. **Tuesday, January 13, 2026** have considered and approved the following:

A. Raising of funds through issuance of up to 2,00,00,000 (Two Crore) Fully Convertible Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (One) Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each, to a member of Promoter Group entities, in one or more tranches, at an issue price of Rs.8.25/- each ("**Warrant Issue Price**") aggregating to Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh) on a preferential basis, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/statutory authorities and the shareholders of the Company at the ensuing Extra-Ordinary General Meeting and such other permissions, sanctions and statutory approvals, as may be required.

The Relevant Date in terms of SEBI ICDR Regulations is **Monday, January 12, 2026**.

B. Convening of Extra-Ordinary General Meeting (EGM) of the shareholders of the Company on Wednesday, 11th February, 2026, through video conferencing or other audio-visual means, for seeking necessary approval of the Members for the aforesaid matter.

*A detailed disclosure in adherence to Listing Regulations read with SEBI Circulars No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024 and No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024 is disclosed in **Annexure - A**.*

The meeting commenced at 5:00 p.m. and concluded at 6:00 p.m.

A Copy of this disclosure is being uploaded on the website of the Company at www.bagnetwork24.in

This is for your intimation and record.

Thanking You
Yours sincerely

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



(Ajay Mishra)
Company Secretary & Compliance Officer
End: as above



Annexure A

Disclosure in terms of Regulation 30 of the Listing Regulations read with SEBI Circulars Preferential Issue

Sr. No.	Particulars	Details												
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Fully convertible Warrants ('Warrants'), convertible or exchangeable into Equity Shares of Rs. 2/- each, i.e., 1 equity share for 1 warrant												
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Allotment of Warrants, on a private placement basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable laws.												
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Company will issue and allot up to 2,00,00,000 Warrants, convertible or exchangeable into equivalent number of fully paid-up equity shares having Face Value of Rs. 2/- each at a price of Rs. 8.25/- per Warrant aggregating up to Rs. 16.50 Crore to Skyline Tele Media Services Limited (Promoter Group Entity)												
4.														
i.	Name of the Investors	Skyline Tele Media Services Limited (Promoter Group Entity)												
ii.	Post allotment of securities - outcome of the subscription	<table><tr><th>Name of the Proposed Allottee</th><th>Pre-Issue holding (no. of shares as on 31.12.2025)</th><th>Pre Issue holding (%)</th><th>No. of warrants to be issued</th><th>Post Issue holding (no. of shares*)</th><th>Post Issue holding (%)**</th></tr><tr><td>Skyline Tele Media Services Limited</td><td>2,72,25,524</td><td>13.76</td><td>2,00,00,000</td><td>4,72,25,524</td><td>21.67</td></tr></table> <p><i>*The number of shares mentioned in this column have been calculated assuming all the Warrants issued to the proposed allottees will be converted fully.</i> <i>**Assuming full conversion of 2,00,00,000 Warrants into equivalent number of Equity Shares under present Preferential Issue</i></p>	Name of the Proposed Allottee	Pre-Issue holding (no. of shares as on 31.12.2025)	Pre Issue holding (%)	No. of warrants to be issued	Post Issue holding (no. of shares*)	Post Issue holding (%)**	Skyline Tele Media Services Limited	2,72,25,524	13.76	2,00,00,000	4,72,25,524	21.67
Name of the Proposed Allottee	Pre-Issue holding (no. of shares as on 31.12.2025)	Pre Issue holding (%)	No. of warrants to be issued	Post Issue holding (no. of shares*)	Post Issue holding (%)**									
Skyline Tele Media Services Limited	2,72,25,524	13.76	2,00,00,000	4,72,25,524	21.67									



	Issue price / allotted price (in case of convertibles),	The Board has decided Rs. 8.25/- per Warrant (i.e. Warrant Exercise Price), being the issue price as per the provisions of Regulation 166A of Chapter V of the SEBI ICDR Regulations
	Number of investor	One
iii.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>Each Warrant will be convertible into 1 equity share of Rs. 2/- each and the rights attached to the Warrants can be exercised in one or more tranches at any time within the period of 18 (eighteen) months from the date of allotment of the Warrants, subject to other terms and conditions as applicable.</p> <p>An amount equivalent to 25% of the consideration of the Warrants shall be payable at the time of application and the balance 75% of the total consideration shall be payable at the time of conversion of the Warrants into Equity Shares. In case the Warrant holder fails to exercise the Warrant within a period of 18 (eighteen) months from date of allotment of Warrants, the unexercised Warrants shall lapse and the 25% of the consideration paid will be forfeited by the Company.</p>
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

