B.A.G. FILMS AND MEDIA LIMITED

CIN: L74899DL1993PLC051841
Reg. Off: 352, Aggarwal Plaza, Plot No. 8, Kondli, East Delhi, New Delhi-110096
Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)
Tel: 91 120 460 2424, **E-mail:** info@bagnetwork.in
Web: www.bagnetwork24.in

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting **("AGM")** of Members of B.A.G. Films and Media Limited ("Company") will be held on **Thursday, September 17, 2026 at 4:00 P.M. (IST)** through Video Conferencing/Other Audio Visual Means ('VC/OAVM') to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Financial Statements**

   To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. **Appointment of Mr. Sudhir Shukla (DIN: 01567595) as a Director, liable to retire by rotation**

   To appoint a Director in place of Mr. Sudhir Shukla (DIN: 01567595) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Chandan Kumar Jain (DIN: 09605901) 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 Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Chandan Kumar Jain (DIN: 09605901), who was appointed as an Independent Director of the Company at 29th Annual General Meeting of the Company held on August 29, 2022 and who holds office of Independent Director upto May 29, 2027 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from May 30, 2027 up to May 29, 2032, (both days inclusive).

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **Approval of Material Related Party Transaction(s) with News24 Broadcast India Limited**

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

   "RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (the "Board", which shall be deemed to include a Committee of the Board) to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise with News24 Broadcast India Limited (News24), a subsidiary of the Company and a related party, as defined in the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, whether taken individually and/or in aggregate shall not exceed ₹145 Crore (Rupees One Hundred and Fourty-Five Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

5. **Approval of Material Related Party Transaction (s) with E24 Glamour Limited**

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (the "Board", which shall be deemed to include a Committee of the Board) to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise with E24 Glamour Limited (E24), a subsidiary of the Company and a related party, as defined in the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s)/transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, whether taken individually and/or in aggregate shall not exceed ₹103 Crore (Rupees One Hundred and Three Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **Approval of Material Related Party Transaction (s) with Skyline Tele Media Services Limited**

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (the "Board", which shall be deemed to include a Committee of the Board) to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise with Skyline Tele Media Services Limited (STMSL), a part of Promoter Group Company of the Company and a related party, as defined in the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s)/ transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, whether taken individually and/or in aggregate shall not exceed ₹32 Crore (Rupees Thirty Two Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

7. Approval of Material Related Party Transaction (s) with B.A.G. Live Entertainment Limited

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

"RESOLVED THAT pursuant to Regulation 23 and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and all applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors (the "Board", which shall be deemed to include a Committee of the Board) to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise with B.A.G. Live Entertainment Limited (BLEL), a part of Promoter Group Company of the Company and a related party, as defined in the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, whether taken individually and/or in aggregate shall not exceed ₹100 Crore (Rupees One Hundred Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Approval of Material Related Party Transaction (s) between News24 Broadcast India Limited with B.A.G. Live Entertainment Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by News24 Broadcast India Limited (News24), a subsidiary of the Company, with B.A.G. Live Entertainment Limited (BLEL), a part of Promoter Group of the Company and therefore both being related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s)/ transaction(s)/contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹70 Crore (Rupees Seventy Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

9. Approval of Material Related Party Transaction (s) between News24 Broadcast India Limited with Skyline Tele Media Services Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by News24 Broadcast India Limited (News24), a subsidiary of the Company, with Skyline Tele Media Services Limited (STMSL), a part of Promoter Group of the Company and therefore both being related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s)/ transaction(s)/contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27, as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹20 Crore (Rupees Twenty Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

10. Approval of Material Related Party Transaction (s) between News24 Broadcast India Limited with B.A.G. Convergence Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by News24 Broadcast India Limited (News24), a subsidiary of the Company, with B.A.G. Convergence Limited (BCL), a promoter owned company as well as related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27 as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹50 Crore (Rupees Fifty Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

11. Approval of Material Related Party Transaction (s) between E24 Glamour Limited with B.A.G. Live Entertainment Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by E24 Glamour Limited (E24), a subsidiary of the Company, with B.A.G. Live Entertainment Limited (BLEL), a part of Promoter Group of the Company and therefore both being related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27 as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹30 Crore (Rupees Thirty Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

12. Approval of Material Related Party Transaction (s) between E24 Glamour Limited with Skyline Tele Media Services Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by E24 Glamour Limited (E24), a subsidiary of the Company, with Skyline Tele Media Services Limited (STMSL), a part of Promoter Group of the Company and therefore both being related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27 as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹30 Crore (Rupees Thirty Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

13. Approval of Material Related Party Transaction(s) between E24 Glamour Limited with B.A.G. Convergence Limited

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

"RESOLVED THAT pursuant to Regulation 23 read with Schedule XII and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (the "Act") and Rules made thereunder, including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Company's Policy on Related Party Transactions and on the basis of the approval and recommendation of the Audit Committee and Board of Directors (the "Board"), the consent of the Members be and is hereby accorded for material related party transactions proposed to be entered into by E24 Glamour Limited (E24), a subsidiary of the Company, with B.A.G. Convergence Limited (BCL), a promoter owned company as well as related party of the Company, such transactions constituting related party transactions of the Company, in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations and the Act, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) / transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, for the financial year 2026-27 as detailed in the explanatory statement forming part of this Notice, provided that the aggregate value of such transactions shall not exceed ₹30 Crore (Rupees Thirty Crore Only), notwithstanding that such transactions are in the ordinary course of business and will be undertaken on an arm's length basis;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard."

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

Place : Noida
Date : August 13, 2026

Ajay Mishra
Company Secretary
ACS: 21096

Registered Office:
352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetwork.in
Website: www.bagnetwork24.in

NOTES:

1. The Explanatory Statement in respect of special business to be transacted pursuant to Section 102(1) of the Companies Act, 2013, as amended (the **"Act"**), setting out the material facts concerning the business with respect to Item No(s). 3 to 13 forms part of this Notice. Further, relevant information pursuant to Regulation 36 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"SEBI Listing Regulations'**) and disclosure requirements in terms of Secretarial Standard on General Meetings. **('SS-2')** issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting (**'Meeting'** or **'AGM'**) is furnished as **Annexure** to this Notice.

2. The Ministry of Corporate Affairs **("MCA")**, inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), as amended and the related Regulation 44 and other applicable regulations of the SEBI Listing Regulations read with applicable circulars issued under the SEBI Listing Regulations by Securities and Exchange Board of India **("SEBI")** has permitted the holding of the AGM through Video Conferencing **('VC')** or through Other Audio-Visual Means **("OAVM")**, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 33rd Annual General Meeting **("AGM")** of the Members of the Company will be held through VC/OAVM on Thursday, September 17, 2026 at 4:00 P.M. (IST). The deemed venue for the 33rd AGM will be the Company's Registered Office at B.A.G. Films and Media Limited (the **"Company/BAG"**), 352, Aggarwal Plaza, Plot No.8, Kondli, East Delhi, New Delhi-110096.

3. **PURSUANT TO THE PROVISIONS OF SECTION 113 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.**

4. 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 from Item No(s). 3 to 13 of the accompanying Notice, are considered to be unavoidable by the Board of Directors and hence, form part of this Notice.

5. The Company has appointed National Securities Depositories Limited (NSDL) as the authorised agency 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 and also available at the Company's website www.bagnetwork24.in

6. Institutional Investors and Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail balikasharma@gmail.com with a copy marked to evoting@nsdl.com and info@bagnetwork.in from their registered Email ID.

7. The attendance of the Members (including a duly authorised representative of a body corporate) attending the 33rd AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. As per the MCA Circulars, Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on NSDL e-voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The Large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. shall be allowed to attend the Meeting without restriction..

9. The Register of Members and Share Transfer Register of the Company will remain closed from **Friday, September 11, 2026 to Thursday, September 17, 2026** (both days inclusive) for the purpose of 33rd Annual General Meeting of the Company.

10. **Dispatch of Notice of AGM and Annual Report through electronic mode:**

    In line with the relevant MCA Circulars and SEBI Circulars, the Notice of the 33rd AGM along with the Annual Report 2025-26 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Ragistrar and Share Transfer Agent ("RTA") ie, Alankit Assignments Limited or Depository Participante. We urge Members to register/update their e-mail Ids. Members may note that the Notice of 33rd AGM and Annual Report 2025-26 will be available on the Company's corporate website at https://bagnetwork24.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com respectively and the Notice of 33rd AGM is also available on the e-voting website of NSDL at www.evoting.nsdl.com.

    Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company / RTA / DP providing the web-link, and QR Code including the exact path of the Company's website, from where complete details of the Annual Report 2025-26 can be accessed.

11. **Procedure for registration of email address by shareholders:**

    I. Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

       a) Members holding shares in physical forms are requested to furnish Form ISR-1, Form ISR-2 and SH-13 (available on the Company's website at https://bagnetwork24.in/shareholders-corner/ along with the necessary attachments mentioned in the said Forms to Company's RTA Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. Members may also email the duly filled and digitally signed forms to rta@alankit.com. This will enable the shareholders to receive electronic copies of the Annual Report for FY 2025-26 and this Notice.

       b) Members holding shares in demat form may validate/ update their email address and other details with their respective Depository Participants.

    II. Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants/ RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.

       We encourage members to support our commitment to environmental protection by choosing to receive the Company's communication in electronic mode.

12. **Mandatory Updation of PAN, KYC and other details**

Members may note that as per SEBI Master Circular No. HO/38/13/(4)/2026/-MIRSD-POD/I/4298/2026 dated February 06, 2026, it is mandatory for all holders of physical securities in listed entities to update their PAN, KYC details (i.e. postal address with PIN code and mobile number) bank A/c details and specimen signature for their corresponding folio number and choice of Nomination with the RTA, in case they have not updated the same.

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

Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. for shares held in dematerialised mode to their Depository Participant for making necessary changes. NSDL has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login and opt-in/opt-out of nomination through the link: https://eservices.nsdl.com/instademat-kyc-nomination/#/login.

Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market. It is mandatory to link PAN to Aadhar for the PAN to be valid and operative to prevent fraudulent transactions, Members are advised (i) to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible (ii) not to leave their demat account(s) dormant for long and (iii) to obtain periodic statement of holdings from the concerned DPs and verify from time to time.

13. **Dispute Resolution:**

Members who have any grievance/ complaints are requested to write to Company's RTA Alankit Assignments Limited and if required they may escalate to the Company Secretary. If the member is not satisfied with the response a complaint can be lodged on SCORES – SEBI portal. Post exhausting the option to resolve their grievance with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal https://smartodr.in/login.

14. **Special window for re-lodgement of physical share transfer requests:**

Pursuant to SEBI Circulars dated July 2, 2025 and January 6, 2026 read with SEBI Master Circular issued to RTAs dated February 6, 2026, Members who had submitted transfer deeds for physical shares before April 1, 2019 but were not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents have been provided a special re-lodgement window till February 4, 2027, to re-lodge the transfer requests.

Transfers would be approved if all the requisite documents are in place. Transfer under this window will be credited only in dematerialised form and will carry a one-year lock-in period from the date of transfer registration. Members can contact the Company or the RTA, for assistance in this regard.

15. **Dematerialization of shares:**

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List (not older than 2 months), Demat Conversion Request Form for NSDL/ Demat Request form for CDSL and Latest Client Master List, both attested by Depository Participant, besides mandatory documents for the subject service requests subject to folio being KYC Compliant. 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://bagnetwork24.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@bagnetwork.in for any clarifications, if needed.

Further, all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the RTA for assistance in this regard.

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.

16. **Simplification of Procedure for Issuance of Duplicate Share Certificates**

The SEBI Circular dated December 24, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

i) **Value Up to ₹ 10,000:** Undertaking on plain paper

(no notarisation required)

ii) Value Above ₹ 10,000 and up to ₹ 10 lakh: Single Affidavit-cum-Indemnity Bond

iii) Value Above ₹ 10 lakh: Affidavit-cum-Indemnity Bond along with FIR/Police Complaint and Newspaper Advertisement

Further, Letter of Confirmation ('LOC') will not be issued effective April 2, 2026 and shares will be credited directly to the shareholder's demat account by the Company/RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC.

17. **Consolidation of share certificates:**

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 info@bagnetwork.in or its RTA at rta@alankit.com the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holding in one folio along with the documents as stated in point no. 12 above. Requests for consolidation of share certificates shall be processed in dematerialised form only.

18. 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 relevant documents referred to in the Notice or Explanatory Statement of 33rd AGM will be made available for inspection in electronic mode at our website https://bagnetwork24.in/ up to the date of this AGM and upon login to NSDL Portal at https://www.evoting.nsdl.com/ during the AGM. Members desiring inspection, may send their request in writing to the Company from their registered e-mail address by mentioning their Name, DP ID and Client ID/ Folio No. and Mobile No. at info@bagnetwork.in up to the date of AGM.

19. In terms of the provisions of Section 152 of the Act, Mr. Sudhir Shukla (DIN: 01567595) 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.

20. 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.

21. The Company has fixed **Thursday, September 10, 2026** 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.

22. The Company has provided the facility to Members to exercise their right to vote by electronic means through both 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 33rd AGM, being held through VC / OAVM.

23. 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.

24. Under Section 125 of the Act 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.bagnetwork24.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, Regulation 44 of the SEBI Listing Regulations, SS-2 and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, and the MCA Circulars, the Company is providing facility of remote 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 remote e-Voting during the AGM will be provided by NSDL.

ii. 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 i.e. **Thursday, September 10, 2026**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

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. Thursday, September 10, 2026, 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 by following the procedure mentioned in this part.

iv. The remote e-voting period will commence on **Sunday, September 13, 2026 at 9:00 am (IST)** and ends on **Wednesday, September 16, 2026 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 i.e. Thursday, September 10, 2026.

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 remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after 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 through the NSDL e-Voting system with the facility to attend the AGM through VC / OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned herein below for Access to NSDL e-Voting system. After successful login, Members will see link of "VC / OAVM" placed under "Join Meeting" menu against company name. Members are requested to click on VC / OAVM link placed under "Join Meeting" menu. The link for VC / OAVM will be available in Shareholder / Member login where the EVEN of the Company will be displayed. Please note that 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 this Notice to avoid last minute rush.

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@bagnetwork.in on or before the cut-off date i.e. Thursday, September 10, 2026. Queries will be appropriately respond to, by the Company.

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 to info@bagnetwork.in on or before the cut-off date i.e. Thursday, September 10, 2026. **Those Members who have registered themselves as a speaker and receive a confirmation from the Company will 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 to Ms. Pallavi Mhatre, Deputy Vice - President – NSDL on evoting@nsdl.com or call on 022 – 4886 7000.

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: Access to NSDL e-Voting system

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 My easi 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. 1800-21-09911

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 user 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.

1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. 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 (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 t to the Scrutinizer by e-mail to balikasharma@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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, Deputy Vice - President on NSDL 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@bagnetwork.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@bagnetwork.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. 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.
28. The Board of Directors has appointed M/s Balika Sharma & Associates, Practicing Company Secretary (Membership No. FCS 4816 and COP No. 3222) as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-voting process in a fair and transparent manner.
29. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM 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 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 any person authorised by her in writing who shall countersign the same and declare the results of voting forth with.
30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company's website www.bagnetwork24.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 with BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
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. September 17, 2026.

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 Nos. 3, to 13 of the accompanying Notice of 33rd Annual General Meeting of the Members of the B.A.G. Films and Media Limited (the **"Company/BAG"**) dated August 13, 2026.

ITEM NO.3

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years. Further, as per Schedule IV of the Act read with Regulation 19 and Schedule II of the SEBI Listing Regulations, such re-appointment of an Independent Director shall be on the basis of performance evaluation of the Independent Director.

The Members of the Company, at 29th Annual General Meeting of the Company held on August 29, 2022, had approved the appointment of Mr. Chandan Kumar Jain (DIN: 09605901) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from May 30, 2022 up to May 29, 2027 (both days inclusive).

Mr. Chandan' s, first term of five years as Independent Director of the Company, will end on May 29, 2027, and he is eligible for re-appointment as Independent Director on the Board of the Company for a second term of five consutive years subject to the approval of the Members by a Special Resolution.

Taking into consideration the requisite skills, competence, and expertise required on the Board in the context of the Company's business and sector, and based on the performance evaluation carried out, the Nomination & Remuneration Committee ("NRC") recommended to the Board that Mr. Chandan Kumar Jain possesses the qualifications and experience necessary for the role of Independent Director, and that his continued association would be of immense benefit to the Company. The Committee noted Mr. Jain's meaningful and constructive contributions during Board and Committee deliberations, which have enhanced the quality and effectiveness of such discussions. Further, the Committee acknowledged his active and consistent participation in Board and Committee meetings throughout his tenure.

The Board firmly believes that the expertise, independent judgment, and diverse experience brought by Mr. Jain will further strengthen the composition of the Board and enhance its ability to provide effective oversight and strategic guidance. Accordingly, the Board considers his continued association as an Independent Director to be of significant value to the Company.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on August 13, 2026, approved and decided to recommend to the shareholders the re-appointment of Mr. Chandan Kumar Jain as an non-executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from May 30, 2027 up to May 29, 2032 (both days inclusive).

The Company has in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Chandan Kumar Jain for the office of Director. Mr. Chandan Kumar Jain has provided his consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. He has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (1) and (2) of the Act.

The Company has also received declarations from Mr. Chandan Kumar Jain to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Chandan Kumar Jain has confirmed that he is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director.

There is no inter se relationship between him and any other Member of the Board and/or Key Managerial Personnel of the Company.

The profile and specific areas of expertise of Mr. Chandan Kumar Jain are provided as **Annexure-A** to this Notice.

In the opinion of the Board, Mr. Chandan Kumar fulfils the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the Management of the Company.

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at https://bagnetwork24.in/pdf/Terms_and_Conditions_of_Appointment_of_Independent_Director.pdf. Further, the terms and conditions of re-appointment of Mr. Chandan Kumar as an Independent Director would also be made available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to inspect the same may send a request along with their Name, DP ID & Client ID/Folio No., from their registered email address to the Company at info@bagnetwork.in.

In compliance with the provisions of Section 149 and other applicable provisions of the Act, read with Schedule IV to the Act, and in terms of Regulation 17 and other applicable provisions of the SEBI Listing Regulations, the re-appointment of Mr. Chandan Kumar Jain as Non-Executive Independent Director for a second term commencing from May 30, 2027 up to May 29, 2032, is being placed before the Members for their approval by way of a Special Resolution. Mr. Chandan Kumar, if re-appointed, will not be liable to retire by rotation.

Except for Mr. Chandan Kumar Jain to whom the resolution relates, and/or his relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

FOR ITEM NO 4 TO 13:

In terms of Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII thereof, a transaction with a related party shall be considered material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceed the thresholds specified in Schedule XII of the SEBI Listing Regulations.

Such material related party transactions ("RPTs"), and any material modifications thereto, shall require prior approval of the Members of the Company by way of an Ordinary Resolution under Regulation 23(4) of the SEBI Listing Regulations. The said materiality threshold shall apply equally to transactions between subsidiaries of the Company and related party where Company is not a party, and such transactions of the subsidiaries crossing the said threshold shall be treated as material RPTs of the Company requiring Members' approval under applicable provisions of the SEBI Listing Regulations.

Further, as per Regulation 2(1)(zc) of the SEBI Listing Regulations, the definition of Related Party Transaction (RPT) includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

The Company as a consolidated entity is one of the leading production company, primarily engaged in the business of producing programmes across all genres distribution and leasing. Furthermore, the Company continues to focus on the digital medium across all facts of the business to stay in tune with technological advancements and drive efficiencies throughout the value chain.

Given the nature of the Company's business and operational requirements, the Company may occasionally enter into Related Party Transactions in the ordinary course of business.

The transactions not only help smoothen business operations for both the Company and its related party but also ensure consistent flow of desired quality and quantity of facilities and services without interruption and generation of revenue and business for both the companies to cater to their business requirements.

During the financial year 2026-27, the Company and its subsidiary(ies), propose to enter into certain related party transaction(s) on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as provided in SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company and its subsidiaries as mentioned on item no. 4 to 13. All the said transactions shall be in the ordinary course of business and on an arm's length basis.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024 & January 30, 2026, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Transactions Policy of the Company.

As per Regulation 23 of the SEBI Listing Regulations, approval of the Members is sought to enter into and/or continue arrangement(s)/ transaction(s)/ contract(s) or otherwise to be undertaken whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangement(s) /transaction(s)/ contract(s) or as fresh and independent transaction(s) or otherwise, as provided in **Annexure B.**

The Company proposes to obtain approval of its Members to authorize the Board for carrying out and/ or continuing with the arrangement(s)/ transaction(s)/ contract(s) or otherwise. These transactions are in the ordinary course of business and on an arm's length basis.

Further, pursuant to Circular(s) issued by SEBI in relation to Industry Standards on "Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"), the details as required in the aforesaid Circular(s) is as under:

Sr. No.	Particulars	Details
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Refer **Annexure B**
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee has approved the proposed material RPT on August 13, 2026 and the Board of Directors at its meeting held on August 13, 2026 recommended the proposed material RPT to the shareholders for approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making	Not Applicable
7.	Any other information that may be relevant	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Act.

The Board accordingly recommends the Ordinary Resolutions set out in Item Nos. 4 to 13 of this Notice for approval of the Members.

The Members may note that in terms of the provisions of the Regulation 23 of the SEBI Listing Regulations, related parties of the Company as defined thereunder whether such related party(ies) is a party to the transactions mentioned herein or not, shall not vote to approve Resolution Nos. 4 to 13.

Except the above Directors and their relatives as mentioned in Annexure B, none of the Directors/Key Managerial Personnel/their relatives is in any way, concerned or interested, financially or otherwise in the Resolutions set out in Item Nos. 4 to 13.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/ CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards is given herein below and in **Annexure B.**

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

Ajay Mishra
Company Secretary
ACS: 21096

Place : Noida
Date : August 13, 2026

Registered Office:
352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetwork.in
Website: www.bagnetwork24.in

ANNEXURE-A TO THE NOTICE

Details of Director seeking appointment / re-appointment at 33rd Annual General Meeting

[Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standards
on General Meetings issued by ICSI]

1. Mr. Sudhir Shukla (DIN: 01567595)

Designation	Non- Executive Director
Age	66 Years
Date of Birth	August 11, 1960
Nationality	Indian
Date of First Appointment on the Board	February 13, 2013
Qualification	Bachelor's degree in Commerce from Kanpur University.
Brief Profile (including Nature of Expertise)	Mr. Sudhir Shukla possesses over 29 years of rich experience in general management consultancy, implementation of organizational control systems, and corporate performance management solutions. He also brings extensive media industry knowledge, expertise in risk management, and a strong background in corporate governance and legal compliance.
Details of Remuneration sought to be paid	Mr. Sudhir Shukla will be entitled to Sitting fee for attending the meeting of the Board of Directors and Committee thereof, if any, of the Company.
Remuneration past drawn	₹ 1,35,000/- as Sitting Fees for the Financial Year 2025-26.
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1. B.A.G. Live Entertainment Limited. 2. Skyline Radio Network Limited. 3. E24 Glamour Limited. 4. Skyline Tele Media Services Limited. 5. ARVR Communications Private Limited.
Membership and Chairmanship of the Committee of the Board of the Company	Audit Committee- Member Nomination and Remuneration Committee-Member Stakeholders Relationship Committee-Chairman Risk Management Committee- Chairman Securities Committee-Member ESOP Compensation Committee-Member
Chairmanships/ Memberships of Committees in other Companies	1. E24 Glamour Limited Audit Committee-Member Corporate Social Responsibility Committee-Member 2. Skyline Radio Network Limited Nomination and Remuneration Committee: Member

No. of Board Meeting attended during the financial year 2025-26	6 (Six)
Terms and conditions of Appointment(if any)	Re-appointment in terms of section 152(6) of the Companies Act, 2013.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Not related to any directors, Manager and key managerial personnel of the Company
No. of equity shares held in the Company	26,700 Equity Shares
Name of the listed companies from which the Director has resigned in past three years	NIL

2. Mr. Chandan Kumar Jain (DIN: 09605901)

Designation	Non- Executive Independent Director
Age	66 Years
Date of Birth	February 19, 1960
Nationality	Indian
Date of First Appointment	May 30, 2022
Qualification	Bachelors as well as Masters in Arts from Patna University. He has also done Bachelor of Laws from Chaudhary Charan Singh University, Meerut.
Brief Profile (including Nature of Expertise)	Mr. Chandan Kumar Jain, aged 64 years, a retired IRS is a practicing lawyer in Delhi. He completed his studies from Patna University and began his professional carrier as a Probationary Officer in a Nationalised Bank in the year 1985 and thereafter worked as Grade 'A' officer in National Bank of Agriculture & Rural Development (NABARD) for few years. In the year 1990, Mr. Jain joined the Department of Central Excise & Customs under Central Board of Excise & Customs (CBEC) under the Ministry of Finance, Government of India. He served the Indian Revenue Department for a period of 30 years. He also served as Officer on Special Duty (OSD) to the Ministry of Communication and IT. He has more than 39 years of experience in handling financial legal matters. With more than 30 years of exprtise in Income Tax, Direct and Indirect Tax, Company law and Communication Law, finance, revenue and legal domain.
Details of Remuneration sought to be paid	Mr. Chandan Kumar Jain will be entitled to Sitting fee for attending the meeting of the Board of Directors and Committee thereof, if any, of the Company.
Remuneration past drawn	₹ 1,35,000/- as Sitting Fees for the Financial Year 2025-26
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1. B.A.G. Convergence Limited. 2. CA Infrastructures Private Limited
Membership and Chairmanship of the Committee of the Board of the Company	Audit Committee- Chairman Nomination and Remuneration Committee-Chairman Securities Committee-Member
Chairmanships/ Memberships of Committees in other Companies	1. B.A.G. Convergence Limited Audit Committee-Chairman
No. of Board Meeting attended during the financial year 2025-26	6 (Six)
Terms and conditions of Appointment (if any)	Re-appointment as an Independent Director for a second consecutive term of five years commencing from May 30, 2027 upto May 29, 2032, not liable to retire by rotation.
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Not related to any directors, Manager and key managerial personnel of the Company
No. of equity shares held in the Company	Nil
Name of the listed companies from which the Director has resigned in past three years	NIL

ANNEXURE-B TO THE NOTICE-RPT

The details as required to be disclosed in the Explanatory Statement under Regulation 23 of the SEBI Listing Regulations read with read with SEBI Master Circular dated January 30, 2026 read with SEBI circular on Industry Standard dated June 26, 2025 are as follow, as annexure to this Notice.

Minimum information to be provided to the Audit Committee and Shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No	Particulars of the information	Information provided by the management		
		Resolution No.		
		4	5	6
		BAG with News24	BAG with E24	BAG with STMSL
PART A: Minimum information of the proposed RPT				
A(1) Basic details of the related party				
1.	Name of the related party	News24 Broadcast India Limited (News24)	E24 Glamour Limited (E24)	Skyline Tele Media Services Limited (STMSL)
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	News24 is primarily engaged in the business of television news broadcasting, operating the 24x7 Hindi news channels in the name of "News24" and "News24-MPCG."	E24, is primarily engaged in the television broadcasting and entertainment sector operating 24x7 Hindi-language entertainment channel under the brand name of E24 as well as devotional and spiritual channel under the name of Darshan24.	STMSL provides services or facilities of Teleport, Playout, SNG, DSNG, news gathering or distribution, up linking or downlinking or Satellite/TV channels in India and abroad.
A(2) Relationship and ownership of the related party				
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	News24 is a subsidiary of the Company.	E24 is a subsidiary of the Company.	STMSL is one of the Promoter Group of the Company.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	53.82%	67.22%	Nil
	Where the related party is a partnership firm, a sole proprietorship concern, or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable	Not applicable	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil	Nil	21.67%

<table>
<tr><th colspan="5">A(3) Details of previous transactions with the related party</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td>
<td>Details of the Transactions by the Company with News24:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>18.34</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>18.34</td></tr>
</table></td>
<td>Details of the Transactions by the Company with E24:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>4.86</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>4.86</td></tr>
</table></td>
<td>Details of the Transactions by the Company with STMSL:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>0.18</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>0.18</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹8.31 Crore</td><td>₹3.77 Crore</td><td>₹3.92 Crore</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td><td>No</td><td>No</td></tr>
<tr><th colspan="5">A(4) Amount of the proposed transactions (All types of transactions taken together)</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 145 Crore</td><td>₹ 103 Crore</td><td>₹ 32 Crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity annual consolidated turnover for the immediately preceding financial year.</td><td>96.62%</td><td>68.63%</td><td>21.32%</td></tr>
</table>

<table>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>132.58%</td><td>859.04%</td><td>1531.10%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year 2025-26.</td>
<td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>109.37</td></tr><tr><td>Profit After Tax</td><td>6.45</td></tr><tr><td>Net worth</td><td>106.03</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>11.99</td></tr><tr><td>Profit After Tax</td><td>(4.45)</td></tr><tr><td>Net worth</td><td>113.32</td></tr></table></td>
<td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>2.09</td></tr><tr><td>Profit After Tax</td><td>0.46</td></tr><tr><td>Net worth</td><td>1.11</td></tr></table></td></tr>
<tr><td colspan="5">A(5) Basis details of proposed transactions</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)</td>
<td>Details of the proposed transactions for Financial year 2026-27:
<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>25.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>5.00</td></tr>
<tr><td>3.</td><td>Providing of Financial Assistance</td><td>25.00</td></tr>
<tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>25.00</td></tr>
<tr><td>5.</td><td>Corporate Guarantee</td><td>40.00</td></tr>
<tr><td>6.</td><td>Reimburse-ment/ recovery of expenses</td><td>5.00</td></tr>
<tr><td>7.</td><td>Subscription of Securities by the Com-pany</td><td>20.00</td></tr>
<tr><td></td><td>Total</td><td>145.00</td></tr></table></td>
<td>Details of the proposed transactions for Financial year 2026-27:
<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>15.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>5.00</td></tr>
<tr><td>3.</td><td>Providing of Financial Assistance</td><td>25.00</td></tr>
<tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>25.00</td></tr>
<tr><td>5.</td><td>Corporate Guarantee</td><td>10.00</td></tr>
<tr><td>6.</td><td>Reimburse-ment/ recovery of expenses</td><td>3.00</td></tr>
<tr><td>7.</td><td>Subscription of Securities by the Com-pany</td><td>20.00</td></tr>
<tr><td></td><td>Total</td><td>103.00</td></tr></table></td>
<td>Details of the proposed transactions for Financial year 2026-27:
<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>5.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>5.00</td></tr>
<tr><td>3.</td><td>Providing of Financial Assistance</td><td>10.00</td></tr>
<tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>10.00</td></tr>
<tr><td>5.</td><td>Reimburse-ment/recover of expenses</td><td>2.00</td></tr>
<tr><td></td><td>Total</td><td>32.00</td></tr></table></td></tr>
</table>

2.	Details of the proposed transaction	a) Availing/providing services primarily related to broadcasting, television programming, advertisement, sharing of content of news and non-news, digital media, placements, marketing, stores and line feed, as well as the transfer, exchange, or lease of business assets including property, plant and equipment, intangible assets, and technology. This also includes sharing or utilization of resources such as employees, infrastructure, analytics, cybersecurity, management services, along with reimbursements and other services; b) Providing fund-based and non-fund-based financial support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest thereon. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs c) Purchase, sale, or transfer of securities includes equity, debt, or other financial instruments d) Transfer of resources, services, or obligations to meet business requirements.	a) Availing/providing services primarily related to broadcasting, television programming, advertisement, sharing of content of news and non-news, digital media, placements, marketing, stores and line feed, as well as the transfer, exchange, or lease of business assets including property, plant and equipment, intangible assets, and technology. This also includes sharing or utilization of resources such as employees, infrastructure, analytics, cybersecurity, management services along with reimbursements and other allied services; b) Providing fund-based and non-fund-based financial support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest thereon. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs c) Purchase, sale, or transfer of securities (equity, debt, or otherwise). d) Transfer of resources, services, or obligations to meet business requirements.	a) Availing/providing services related to broadcasting, television programming, teleport, uplinking/downlinking of channels, stores and line feed, transfer, exchange, or lease of business assets including property, plant and equipment, intangible assets, and technology, This also includes sharing or utilization of resources such as employees, infrastructure, management services, along with reimbursements and other allied services. b) Providing fund-based and non-fund-based financial support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments and related interest. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs c) Transfer of resources, services, or obligations to meet business requirements.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27	Financial Year 2026-27	Financial Year 2026-27

4.	Whether omnibus approval is being sought?	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹145 Crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹103 Crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹32 Crore.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company, as a consolidated entity, is one of the leading production house, primarily engaged in producing television programmes across diverse genres. Furthermore, the Company consistently focuses on upgrading the digital medium capabilities across all facets of its business to keep pace with technological advancements and drive efficiencies throughout the value chain. The Company, being the flagship entity and incubator of the BAG Group, centralizes core corporate support services in order to achieve cost efficiencies at the Group level. It procures, manages, and provides various services, including Administration, Finance, Accounts, Human Resources, Learning and Development, Technology, Security, etc., to various BAG Group entities. The costs of these support services are allocated to the respective Group companies based on allocation drivers that reflect the benefits derived from and/or utilization of such services by the respective Group entities. Similarly, certain subsidiaries of the Company obtain and provide services inter se and to other Group entities to optimize costs and derive synergy benefits. The charges collected for such services are in line with the rates offered to unrelated parties. The subsidiaries and other related parties (including relatives of the directors/KMPs, where applicable)) operate extensively within the media and entertainment sector and command a substantial market presence. Leveraging their rich industry domain expertise enables the Company to realize significant operational synergies, reduce overheads , streamline service delivery, and ensure high standards of service reliability across the Group's operations. Additionally, The subsidiaries currently operate from premises owned by the Company. The Company maintains a comprehensive base of capital assets and specialized media equipment, which are shared across Group entities to maximize assets utilization, eliminate redundant capital expenditure, drive operational efficiencies, and achieve economies of scale. The proposed advance is in line with prevailing trade practices and is necessary to ensure continuity of supply and operational efficiency. The terms of the proposed transaction are at arm's length and do not confer any undue benefit upon the related party. The proposed financial assistance will support the expansion of the subsidiary's business and related parties, enabling focused innovation, scale up, and pursue growth opportunities. The financial assistance will be utilized by the borrowing entity for its business purposes, including expansion and other general corporate purposes. The Audit Committee and the Board of Directors of the Company have evaluated and considered the proposed related party transactions to be essential for sustained corporate growth and operational continuity. In view of the anticipated frequency, scale, and potential aggregate financial value of the transactions to be entered into with subsidiaries and other related parties during the financial year—which may exceed the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015—the approval of the Members is hereby sought for all such existing, ongoing, and proposed material related party transactions.		

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director {Key Managerial Personnel ('KMP')} of the Company, also serve as Promoter and Non-Executive Director of News24in which she holds 0.32% equity shares Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of News24. Ms. Anamika Sood is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of News24. Mr. Ajay Jain is a Chief Financial Officer and Key Managerial Personnel ('KMP') of the Company, is also Chief Financial Officer and KMP of News24. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company and News24.	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is also a Promoter and Non-Executive Director of E24 and hold 0.20% shares in E24. Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is also a Non-Executive Director of E24. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also a Non-Executive Independent Director of E24. Ms. Anamika Sood is a Non-Executive Independent Director of the Company, is also a Non-Executive Independent Director of E24. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company and E24.	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is also a Promoter and Non-Executive Director of STMSL and hold 20.52% shares in STMSL. Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is also Promoter and Non-Executive Director of STMSL and hold 0.01% shares in STMSL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company and STMSL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.
Part B: Additional Information				
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Comparable Price	Comparable Price	Comparable Price
2.	Basis of determination of price	Arm's length price	Arm's length price	Arm's length price

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specifinancial year the following: a. Amount of Trade advance b. Tenure c. Whether same is self -liquidating?	a. ₹ 5 Crore b. 1 Year c. Yes	a. ₹ 5 Crore b. 1 Year c. Yes	a. ₹ 2 Crore b. 1 Year c. Yes
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1.	Source of funds in connection with the proposed transaction.	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specifinancial year the following:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:
	a. Nature of indebtedness	Short term / Long term	Short term / Long term	Short term / Long term
	b. Total cost of borrowing	Not more than 11.50% p.a.	Not more than 11.50% p.a.	Not more than 11.50% p.a.
	c. Tenure	1-5 years	1-5 years	1-5 years
	d. Other details	Not Applicable	Not Applicable	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	8.00% to 11.00 % p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8.50% to 11.50% p.a., depending upon tenure	8.50% to 11.50% p.a., depending upon tenure	8.50% to 11.50% p.a., depending upon tenure
5.	Maturity / due date	1-5 years	1-5 years	1-5 years
6.	Repayment schedule & terms	As per agreed terms of repayment.	As per agreed terms of repayment.	As per agreed terms of repayment.
7.	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For working capital, capital expenditure and general corporate purpose	For working capital, capital expenditure and general corporate purpose	For working capital, capital expenditure and general corporate purpose

B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary				
1.	Source of funds in connection with the proposed transaction.	From internal accrual and funding from, promoter or promoter group/group entity/associates.	From internal accrual and funding from, promoter or promoter group/group entity/associates.	Not Applicable
2.	Where any financial indebtedness is incurred to make investment, specifinancial year the following:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	
	a. Nature of indebtedness	Short term / Long term	Short term / Long term	
	b. Total cost of borrowing	Not more than 11% p.a.	Not more than 11% p.a.	
	c. Tenure	1-5 years	1-5 years	
	d. Other details	Not Applicable	Not Applicable	
3.	Purpose for which funds shall be utilized by the investee company.	For working capital, capital expenditure and general corporate purpose	For working capital, capital expenditure and general corporate purpose	
4.	Material terms of the proposed transaction	Funds will be infused through any equity instrument like equity shares, compulsory convertible debentures or optionally convertible debentures	Funds will be infused through any equity instrument like equity shares, compulsory convertible debentures or optionally convertible Debentures	
B(4) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary				
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee to be given by Company to the lender of subsidiary for business purposes.	The guarantee to be given by Company to the lender of subsidiary for business purposes.	Not Applicable
	(b) Whether it will create a legally binding obligation on listed entity?	Yes	Yes	
2.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	As per the terms of the guarantee including: i. no commission is being charged, and ii. recovery on mutually agreed basis.	As per the terms of the guarantee including: i. no commission is being charged, and ii. recovery on mutually agreed basis.	Not Applicable

3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in he books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than Rs. 40 crore	Not more than Rs. 10 crore	Not Applicable
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Material covenants of the proposed transaction	As per the following terms:	As per the following terms:	As per the following terms:
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8.00% to 11.50% p.a., depending upon security and tenure	8.00% to 11.50% p.a., depending upon security and tenure	8.00% to 11.50% p.a., depending upon security and tenure
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not more than 11.50% p.a.	Not more than 11.50% p.a.	Not more than 11.50% p.a.
4.	Maturity / due date	Upto 5 years	Upto 5 years	Upto 5 years
5.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms.	Repayment at the end of tenure or before as per mutually agreed terms.	Repayment at the end of tenure or before as per mutually agreed terms.
6.	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For working capital, capital expenditure and general corporate purpose.	For working capital, capital expenditure and general corporate purpose.	For working capital, capital expenditure and general corporate purpose.
Part C				
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1.	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None
	In addition, state the following:			

	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No
C (2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary				
1.	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No	No	No
C (3) Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary				
1.	1) If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	The credit rating is not obtained for the related party	The credit rating is not obtained for the related party	Not Applicable

	Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating(CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request			
2.	2) Details of solvency status and going concern status of the related party during the last three financial years: Financial year 2025-2026 Financial year 2024-2025 Financial year 2023-2024	Solvent and Going concern	Solvent and Going concern	Not Applicable
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not more than ₹ 40 Crore	Not more than ₹ 10 Crore	Not Applicable
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	No	No	
	In addition, state the following:			

	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016."	No	No	
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements			Not Applicable
	a. Before transaction	0.15	0.15	
	b. After transaction	0.40	0.40	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	2.36	2.36	
	b. After transaction	2.50	2.50	

Sr. No	Particulars of the information	Information provided by the management		
		Resolution No.		
		7	8	9
		BAG with BLEL	News24 with BLEL	News24 with STMSL
PART A: Minimum information of the proposed RPT				
A(1). Basic details of the related party				
1.	Name of the related party	B.A.G. Live Entertainment Limited (BLEL)	B.A.G. Live Entertainment Limited (BLEL)	Skyline Tele Media Services Limited (STMSL)
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	BLEL carryon business of glamour and entertainment for public in general through publishing of content and also broadcasting content on television, mobile, radio and production, marketing and distribution of all kind of films, TV serials, chat show etc.	BLEL carryon business of glamour and entertainment for public in general through publishing of content and also broadcasting content on television, mobile, radio and production, marketing and distribution of all kind of films, TV serials, chat show etc.	STMSL provides services or facilities of Teleport, Playout, SNG, DSNG, newsgathering or distribution, up linking or downlinking or Satellite/TV channels in India and abroad.
A(2) Relationship and ownership of the related party				
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	BLEL is one of the Promoter Group of the Company	News24 is a Subsidiary of the Company. BLEL is one of the Promoter Group of the Company and a related party of News24. Consequently, both News24 and BLEL are related party of the Company.	News24 is a Subsidiary of the Company. STMSL is one of the Promoter Group of the Company as well as owned and controlled by the promoters of News24. Consequently, both News24 and STMSL are related party of the Company.
	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Nil	Nil	Nil
	Where the related party is a partnership firm, a sole proprietorship concern, or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary.	Not applicable	Not applicable	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary	1.95%	0%	0%

<table>
<tr><th colspan="5">A(3) Details of previous transactions with the related party</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td>
<td>Details of the Transactions by the Company with BLEL:
<table><tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>18.34</td></tr><tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr><tr><td></td><td>Total</td><td>18.34</td></tr></table></td>
<td>Details of the Transactions by the Company with E24:
<table><tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>0.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>19.95</td></tr><tr><td></td><td>Total</td><td>19.95</td></tr></table></td>
<td>Details of the Transactions by the Company with STMSL:
<table><tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>0.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr><tr><td></td><td>Total</td><td>0.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹11.01 Crore</td><td>₹9 Crore</td><td>₹0.37 Crore</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td><td>No</td><td>No</td></tr>
<tr><th colspan="5">A(4) Amount of the proposed transactions (All types of transactions taken together)</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹100 Crore</td><td>₹70 Crore</td><td>₹ 20 Crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>66.64%</td><td>Not Applicable</td><td>Not Applicable</td></tr>
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<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).</td><td>Not Applicable</td><td>64.01%</td><td>18.29%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>163.57%</td><td>114.64%</td><td>956.94%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year 2025-26.</td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>61.06</td></tr><tr><td>Profit After Tax</td><td>3.52</td></tr><tr><td>Net worth</td><td>(17.66)</td></tr></table></td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>61.06</td></tr><tr><td>Profit After Tax</td><td>3.52</td></tr><tr><td>Net worth</td><td>(17.66)</td></tr></table></td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>2.09</td></tr><tr><td>Profit After Tax</td><td>0.46</td></tr><tr><td>Net worth</td><td>1.11</td></tr></table></td></tr>
<tr><td colspan="5">A(5) Basis details of proposed transactions</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>25.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>25.00</td></tr><tr><td>3.</td><td>Providing of Financial Assistance</td><td>25.00</td></tr><tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>25.00</td></tr><tr><td></td><td>Total</td><td>100.00</td></tr></table></td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>25.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>25.00</td></tr><tr><td>3.</td><td>Providing of Financial Assistance</td><td>10.00</td></tr><tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>10.00</td></tr><tr><td></td><td>Total</td><td>70.00</td></tr></table></td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>0.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr><tr><td>3.</td><td>Providing of Financial Assistance</td><td>10.00</td></tr><tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>10.00</td></tr><tr><td></td><td>Total</td><td>20.00</td></tr></table></td></tr>
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2.	Details of the proposed transaction	a) a) Availing/providing services primarily related to glamour, television programming, advertisement, sharing of content of news and non-news and other categories, digital media, stores and line feed, transfer, exchange, or lease of business assets including property, plant and equipment, intangible assets, and technology, sharing or utilization of resources such as employees, infrastructure, analytics, cybersecurity, management services, and reimbursements and other services; b) Providing/obtaining fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs	a) Availing/providing services related to, broadcasting, content and advertisement television programming, , stores and line feed, and other allied services. b) Providing/obtaining fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs	a) Availing/providing services related to broadcasting, television programming, teleport, uplinking/downlinking of channels, distribution, placements, marketing, stores and line feed, and other allied services. b) Providing/obtaining fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27	Financial Year 2026-27	Financial Year 2026-27
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹100 crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 70 crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 20 crore.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	Subsidiaries, i.e. News24 and E24 of the Company and their relatives are in the field of media and entertainment industry and covers healthy percentage of the market. The rich experience of subsidiaries enables the Company to bring operational synergies, cost optimization, assurance of service, etc. The Company being a flagship entity and incubator of BAG Group centralizes the various corporate support services in order to optimize the cost at group level. It procures, manages and provides various services like Administration, Finance, Accounts, HR, Learning and Development, Technology, Security etc. to various BAG Group entities. It allocates cost of these support services to various group companies based on allocation drivers, which indicate benefit / utilization of these services, by respective group entities. Similarly certain subsidiaries of the Company obtains and provides services inter-se and with group entities to optimize cost and avail synergy benefits. The charges collected for the same are in line with rates offered to unrelated parties. Subsidiaries of the Company, BLEL and STMSL are premised in the land and building owned by the Company. In addition, the Company owns large base of capital assets and other media equipment's, which are shared across subsidiaries to achieve operational efficiencies, cost optimisation and business synergies. Financial assistance would drive growth in subsidiary's business and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner. The Company and its subsidiaries may also seek financial assistance from other entities of BAG Group to serve their respective business requirements. The financial assistance would be unsecured with repayment over a period of one to five years from the date of disbursement; however, the borrowing entity (which may include the Company and any of its subsidiaries) may have right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance. The financial assistance will carry interest at appropriate rate, prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies). The Audit Committee and Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the company and its subsidiaries. In view of the anticipated frequency, scale, and potential aggregate financial value of the transactions to be entered into with subsidiaries and other related parties during the financial year—which may exceed the materiality thresholds prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015—the approval of the Members is hereby sought for all such existing, ongoing, and proposed material related party transactions.

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is also an Executive Director of BLEL and hold 30.31% shares in BLEL. Ms. Jyoti Shukla is Promoter of the Company is also a promoter and employ of the BLEL Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the News24 and BLEL.	Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is also an Executive Director of BLEL and hold 30.31% shares in BLEL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the News24 and BLE .	Ms. Anuradha Prasad Shukla, Promoter, Chairperson Non-Executive Director of News24 is also a Promoter and Non-Executive Director of STMSL and hold 20.52 % share in STMSL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the News24 and STMSL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.
Part B: Additional Information				
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Comparable price	Comparable price	Not Applicable
2.	Basis of determination of price	Arm's length price	Arm's length price	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specifinancial year the following: a. Amount of Trade advance b. Tenure c. Whether same is self -liquidating?	a. ₹ 5 Crore b. 1 Year c. Yes	a. ₹ 5 Crore b. 1 Year c. Yes	

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1.	Source of funds in connection with the proposed transaction.	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time.	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time.	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specifinancial year the following:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:
	a. Nature of indebtedness	Short term / Long term	Short term / Long term	Short term / Long term
	b. Total cost of borrowing	Not more than 11.50% p.a.	Not more than 11.50% p.a.	Not more than 11.50% p.a.
	c. Tenure	1-5 years	1-5 years	1-5 years
	d. Other details	Not Applicable	Not Applicable	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	8.00% to 11.00% p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8.50% to 11.50% p.a., depending upon tenure	8.50% to 11.50% p.a., depending upon tenure	8.50% to 11.50% p.a., depending upon tenure
5.	Maturity / due date	1-5 years	1-5 years	1-5 years
6.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms	Repayment at the end of tenure or before as per mutually agreed terms	Repayment at the end of tenure or before as per mutually agreed terms
7.	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For working capital, capital expenditure and general corporate purpose	For working capital, capital expenditure and general corporate purpose	For working capital, capital expenditure and general corporate purpose
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Material covenants of the proposed transaction	As per the following terms:	As per the following terms:	As per the following terms:
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8.00% to 11.00% p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure	8.00% to 11.00% p.a., depending upon security and tenure
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not more than 11.50% p.a.	Not more than 11.50% p.a.	Not more than 11.50% p.a.

4.	Maturity / due date	Upto 5 years	Upto 5 years	Upto 5 years
5.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms.	Repayment at the end of tenure or before as per mutually agreed terms.	Repayment at the end of tenure or before as per mutually agreed terms.
6.	Whether secured or unsecured?	Unsecured	Unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable	Not Applicable	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For working capital, capital expenditure and general corporate purpose.	For working capital, capital expenditure and general corporate purpose.	For working capital, capital expenditure and general corporate purpose.
Part C				
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1.	Latest credit rating of the related party	Not Rated	Not Rated	Not Rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None	None	None
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	No	No

	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	No	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No	No	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No	No	No
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	0.15	0.52	0.52
	b. After transaction	0.40	0.82	0.82
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	2.36	2.73	2.73
	b. After transaction	2.50	1.56	1.56

Sr. No	Particulars of the information	Information provided by the management		
		Resolution No.		
		10	11	12
		News24 with BCL	E24 with BLEL	E24 with STMSL
PART A: Minimum information of the proposed RPT				
A(1). Basic details of the related party				
1.	Name of the related party	B.A.G. Convergence Limited (BCL)	B.A.G. Live Entertainment Limited (BLEL)	Skyline Tele Media Services Limited (STMSL)
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	BCL is in the business of content creation, conversion and distribution system on digital platforms in News, Entertainment, Sports, Religious and other segments.	BLEL carryon business of glamour and entertainment for public in general through publishing of content and also broadcasting content on television, mobile, radio and production, marketing and distribution of all kind of films, TV serials, chat show etc.	STMSL provides services or facilities of Teleport, Playout, SNG, DSNG, news gathering or distribution, up linking or downlinking or Satellite/TV channels in India and abroad
A(2) Relationship and ownership of the related party				
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	News24 is a Subsidiary of the Company. BCL is an entity over which controlling entity or KMP(s) of the Company has control or significant influence in BCL. Consequently, both News24 and BCL are related party of the Company.	E24 is a Subsidiary of the Company. BLEL is one of the Promoter Group of the Company. Consequently, both E24 and BLEL are related party of the Company.	E24 is a Subsidiary of the Company. STMSL is one of the Promoter Group of the Company as well as owned and controlled by the promoters of News24. Consequently, both E24 and STMSL are related party of the Company.
	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	Nil	Nil	Nil
	Where the related party is a partnership firm, a sole proprietorship concern, or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable	Not applicable	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary	Nil	Nil	Nil

<table>
<tr><th colspan="5">A(3) Details of previous transactions with the related partyt</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td>
<td>Details of the Transactions by the News24 with BCL:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>0.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr>
<tr><td>3.</td><td>Obtaining of Financial Assistance</td><td>5.76</td></tr>
<tr><td></td><td>Total</td><td>5.76</td></tr>
</table></td>
<td>Details of the Transactions by the E24 with BLEL:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>8.42</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>7.88</td></tr>
<tr><td></td><td>Total</td><td>16.30</td></tr>
</table></td>
<td>Details of the Transactions by the E24 with STMSL:
<table>
<tr><th>Sr. No.</th><th>Nature of Transaction</th><th>Amount (₹ Crore)</th></tr>
<tr><td>1.</td><td>Services Rendered</td><td>0.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>0.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>₹9 Crore</td><td>₹0.39 Crore</td><td>Nil</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td><td>No</td><td>No</td></tr>
<tr><th colspan="5">A(4) Amount of the proposed transactions (All types of transactions taken together)</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>₹ 50 Crore</td><td>₹ 30 Crore</td><td>₹ 30 Crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td><td>Yes</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>Not Applicable</td><td>Not Applicable</td><td>Not Applicable</td></tr>
</table>

<table>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).</td><td>45.72%</td><td>250.21%</td><td>250.21%</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>115.71%</td><td>49.13%</td><td>1435.41%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year 2025-26.</td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>43.21</td></tr><tr><td>Profit After Tax</td><td>10.77</td></tr><tr><td>Net worth</td><td>76.93</td></tr></table></td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>61.06</td></tr><tr><td>Profit After Tax</td><td>3.52</td></tr><tr><td>Net worth</td><td>(17.66)</td></tr></table></td><td><table><tr><th>Particulars</th><th>Amount (₹ Crore)</th></tr><tr><td>Turnover</td><td>2.09</td></tr><tr><td>Profit After Tax</td><td>0.46</td></tr><tr><td>Net worth</td><td>1.11</td></tr></table></td></tr>
<tr><td colspan="5">A(5) Basis details of proposed transactions</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>10.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>10.00</td></tr><tr><td>3.</td><td>Providing of Financial Assistance</td><td>10.00</td></tr><tr><td>4.</td><td>Obtaining of Financial Assistance</td><td>20.00</td></tr><tr><td></td><td>Total</td><td>50.00</td></tr></table></td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Services Rendered</td><td>15.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>15.00</td></tr><tr><td></td><td>Total</td><td>30.00</td></tr></table></td><td>Details of the proposed transactions for financial year 2026-27:<table><tr><th>Sr.No.</th><th>Nature of Transaction</th><th>Amount (₹Crore)</th></tr><tr><td>1.</td><td>Obtaining of Financial Assistance</td><td>30.00</td></tr><tr><td></td><td>Total</td><td>30.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>a) Availing and rendering services related to digital content (news and non-news), website development, convergence of traditional media with digital platforms, broadcasting, television programming, placements, marketing, stores and line feed, and other allied services.</td><td>a) Availing/providing services related to glamour, broadcasting, advertisement, television programming, distribution, placements, stores and line feed, and other allied services.</td><td>a) Availing and rendering services related to broadcasting, television programming, teleport, uplinking/downlinking of channels, distribution, placements, marketing, stores and line feed, and other allied services.</td></tr>
</table>

2.	Details of the proposed transaction	b) Providing fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest. Availing fund-based and non-fund-based financial assistance, including loans, inter-corporate borrowings (ICBs), debt facilities and other financing costs		b) Providing fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27	Financial Year 2026-27	Financial Year 2026-27
4.	Whether omnibus approval is being sought?	Yes	Yes	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 50 crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 30 crore.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 30 crore.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	News24 and E24, subsidiaries of the Company and BCL, BLEL and STMSL are in the field of media and entertainment industry and covers healthy percentage of the market share. The rich experience of subsidiaries and their relatives enables to bring operational synergies, cost optimization, assurance of service, etc. Financial assistance would drive growth in subsidiary's business and other related parties and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner. The financial assistance will be utilized by the borrowing entity for their business purposes including expansion and other general corporate purposes. The Audit Committee and Board considers that the proposed related party transactions between News24 with BCL, E24 with BLEL and E24 with STMSL are necessary for the growth and continuity of business operations of the subsidiaries. Keeping in mind the potential quantum of transactions between subsidiaries and its related parties over the year, it is proposed to seek approval for related party transaction entered/to be entered into by subsidiaries.		

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is also a Promoter and Non-Executive Director of News24 and hold 0.32% shares in News24. She is also Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the BCL and hold 65.80% shares in BCL. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of News24 and BCL. Mr. Chandan Kumar Jain is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of News24 and BCL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company, News24 and BCL.	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is a Promoter and Non-Executive Director of E24 and hold 0.20% shares in E24. Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is Non-Executive Director of E24. He is also Executive Director of BLEL and holds 30.31% shares in BLEL. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is Non-Executive Independent Director of E24. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company, E24 and BLEL.	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is a Promoter and Non-Executive Director of STMSL and hold 20.52% share in STMSL. Mr. Sudhir Shukla, Promoter and Non-Executive Director of the Company is Non-Executive Director of STMSL and hold 0.01% shares in STMSL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company, E24 and STMSL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.	All relevant information forms part of this disclosure setting out requisite facts.
Part B: Additional Information				
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances				
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Comparable price	Comparable price	Not Applicable
2.	Basis of determination of price	Arm's length price	Arm's length price	

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specifinancial year the following: a. Amount of Trade advance b. Tenure c. Whether same is self -liquidating?	Not Applicable	Not Applicable	Not Applicable
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary				
1.	Source of funds in connection with the proposed transaction.	From mix of free cash flow from operations and borrowings, basis availability at relevant point of time	Not Applicable	Not Applicable
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specifinancial year the following:	Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below:		
	a. Nature of indebtedness	Short term / Long term		
	b. Total cost of borrowing	Not more than 11.50% p.a.		
	c. Tenure	1-5 years		
	d. Other details	Not Applicable		
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.	8.00% to 10.15% p.a., depending upon security and tenure		
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8.50% to 10.50% p.a., depending upon tenure		
5.	Maturity / due date	1-2 years		
6.	Repayment schedule & terms	Bullet repayment at the end of tenure		
7.	Whether secured or unsecured?	Unsecured		
8.	If secured, the nature of security & security coverage ratio	Not Applicable		

9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For working capital, capital expenditure and general corporate purpose		
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Material covenants of the proposed transaction	As per the following terms:	Not Applicable	As per the following terms:
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8.00% to 11:00% p.a., depending upon security and tenure		8.00% to 11:00% p.a., depending upon security and tenure
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not more than 8% p.a.		Not more than 8% p.a.
4.	Maturity / due date	Upto 5 years		Upto 5 years
5.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms.		Repayment at the end of tenure or before as per mutually agreed terms.
6.	Whether secured or unsecured?	Unsecured		Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable		Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For working capital, capital expenditure and general corporate purpose.		For working capital, capital expenditure and general corporate purpose.
9.	Material covenants of the proposed transaction	As per the following terms:		As per the following terms:
Part C				
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B				
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary				
1.	Latest credit rating of the related party	Not Rated	Not Applicable	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None		
	In addition, state the following:			
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No	Not Applicable	Not Applicable

	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No	Not Applicable	Not Applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No		
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No		
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016."	No		
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary				
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		Not Applicable	
	a. Before transaction	0.52		0.23
	b. After transaction	0.82		0.54
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction	2.73		Not Applicable
	b. After transaction	1.56		1.51

Sr. No	Particulars of the information	Information provided by the management
		Resolution No.
		13
		E24 with BCL
PART A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	B.A.G. Convergence Limited (BCL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	BCL is in the business of content creation, conversion and distribution system on digital platforms in News, Entertainment, Sports, Religious and other segments.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	E24 is a Subsidiary of the Company. BCL is an entity over which controlling entity or KMP(s) of the Company has control or significant influence in BCL. Consequently, both E24 and BCL are related party of the Company.
	Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.	0%
	Where the related party is a partnership firm, a sole proprietorship concern, or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary	0.20%
A(3) Details of previous transactions with the related partyt		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Nil
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹30 Crore

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Not Applicable
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	250.21%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	69.43%
6.	Financial performance of the related party for the immediately preceding financial year 2025-26.	**Particulars** / **Amount (₹ Crore)**: Turnover 43.21; Profit After Tax 10.77; Net worth 76.93

Particulars	Amount (₹ Crore)
Turnover	43.21
Profit After Tax	10.77
Net worth	76.93

A(5) Basis details of proposed transactions

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Details of the proposed transactions for financial year 2026-27: (see table below)
2.	Details of the proposed transaction	a) Availing and rendering services related to digital content (news and non-news), website development, convergence of traditional media with digital platforms, broadcasting, television programming, placements, marketing, stores and line feed, and other allied services. b) Providing fund-based and non-fund-based support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments and related interest.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Financial Year 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate Value of proposed transactions for Financial Year 2026-27 is ₹ 30 crore.

Sr.No.	Nature of Transaction	Amount (₹Crore)
1.	Services Rendered	10.00
2.	Services Availed	10.00
3.	Obtaining of Financial Assistance	10.00
	Total	**30.00**

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	E24 a subsidiary of the Company and BCL are in the field of media and entertainment industry and covers healthy percentage of the market share. The rich experience of E24 and BCL enables to bring operational synergies, cost optimization, assurance of service, etc. Financial assistance would drive growth in subsidiary's business and BCL and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner. The financial assistance will be utilized by the borrowing entity for their business purposes including expansion and other general corporate purposes. The Audit Committee and Board considers that the proposed related party transactions between E24 with BCL are necessary for the growth and continuity of business operations of the E24. Keeping in mind the potential quantum of transactions between subsidiaries and its related parties over the year, it is proposed to seek approval for related party transaction entered/to be entered into by subsidiaries.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director / KMP, whether direct or indirect, in the related party	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is also a Promoter and Non-Executive Director of E24 and hold 0.20% shares in E24. She is also Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the BCL and hold 65.80% shares in BCL. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of E24 and BCL. Mr. Chandan Kumar Jain is a Non-Executive Independent Director of the Company, is also Non-Executive Independent Director of E24 and BCL. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company, E24 and BCL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms part of this disclosure setting out requisite facts.
Part B: Additional Information		
B (1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Comparable price
2.	Basis of determination of price	Arm's length price

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specifinancial year the following: a. Amount of Trade advance b. Tenure c. Whether same is self -liquidating?	Not Applicable
B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Material covenants of the proposed transaction	As per the following terms:
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8.00% to 11:00% p.a., depending upon security and tenure
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not more than 8% p.a.
4.	Maturity / due date	Upto 5 years
5.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms.
6.	Whether secured or unsecured?	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For working capital, capital expenditure and general corporate purpose.
9.	Material covenants of the proposed transaction	As per the following terms:
Part C		
Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C (4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	0.23
	b. After transaction	0.54
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	Not Applicable
	b. After transaction	1.51