



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

Notice is hereby given that an **Extra-Ordinary General Meeting** of the members of the **B.A.G. Films and Media Limited** (the "Company") will be held on Wednesday, February 11, 2026 at 4:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following special business:

SPECIAL BUSINESS

ITEM NO. 1:

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES OF THE COMPANY TO MEMBER OF PROMOTER GROUP OF THE COMPANY ON PREFERENTIAL BASIS

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other applicable relevant rules as made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in the Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI SAST Regulations") as amended, the SEBI (Prohibition of Insider Trading Regulations) 2015 ("SEBI PIT Regulations"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs ("MCA"), SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, if any, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to, create, issue, offer and allot, on a preferential basis, up to 2,00,00,000 (Two Crore) Fully Convertible Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (One) fully paid up Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each, to a member of Promoter Group entities, in one or more tranches, at an issue price of Rs. 8.25/- (Rupees Eight and Twenty Five Paisa Only) each ("Warrant Issue Price"), which is the price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh) for cash, on the such terms and conditions as detailed herein below to the following person of the Promoter Group ("Proposed Allottee"):

Sr. No.	Name of the Proposed Allottee	Category	Number of Warrants to be allotted
1.	Skyline Tele Media Services Limited	Promoter Group	2,00,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations, for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is Monday, January 12, 2026 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. Wednesday, February 11, 2026).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the aforesaid issue of Warrants and the Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The conversion of Warrants into Equity Shares of Rs. 2/- each, (at a premium of Rs. 6.25/- per share) is to be done, in one or more tranches at any time within 18 months from the date of allotment of Warrants in terms of the provisions of SEBI ICDR Regulations.
- b) In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the Proposed Allottee shall, pay an amount equivalent to 25% (Twenty-Five Per Cent) of the Warrant Issue Price, to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be payable at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrant held by the Warrant Holder;
- c) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares at the time of allotment.
- d) Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.
- e) Warrants, being allotted to the Proposed Allottee and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under the Lock-in provisions of the SEBI ICDR Regulations.
- f) The entire pre-preferential allotment equity shareholding of the Proposed Allottee is subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- g) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- h) The Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants, shall be in dematerialised form only.
- i) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the respective bank account of the Proposed Allottee into a separate bank account of the Company being opened for the Issue.
- j) In the event the Warrant Holder do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company.
- k) Upon exercise of the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise by the allottee of such warrants.
- l) The Warrants, until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.
- m) The resulting Equity Shares will be listed and traded on the Stock Exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.
- n) The Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- o) The Equity Shares to be allotted on exercise of Warrants shall only be made in dematerialized form and rank *Pari-Passu* in all respects with the existing Equity Shares of the Company from the date of allotment thereof.

RESOLVED FURTHER THAT in the event the Company makes a Bonus issue of shares or makes a Rights issue of shares/ debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the Warrants holder shall stand augmented in the same proportion in which the equity share capital of the Company increases as a consequence of such Bonus/Rights issues and that the exercise price of the warrants be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form, be issued to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, the Board be and is hereby authorized to accept any modifications or alterations to the relevant terms and conditions as mentioned of the proposal as may be required or suggested by any agency involved in such issues but subject to such conditions as the SEBI and/ or any other concerned authority may impose at the time of their approval and as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board (which term shall include any Committee of the Board) be and is hereby authorized to undertake or cause to be undertake all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to this preferential offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee constituted by Board of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

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

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

Sd/-

Ajay Mishra

Company Secretary & Compliance Officer
ACS: 21096

Place: Noida
Date: January 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
www.bagnetwork24.in

NOTES:

1. Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 03/2025 dated 22 September 2025 read with other previous MCA General Circulars No. 09/2024 dated 19 September 2024, 09/2023 dated 25 September 2023, 10/2022 dated 28 December 2022, 02/2022 dated 05 May 2022, 20/2020 dated 05 May 2020, 14/2020 dated 08 April 2020, No. 17/2020 dated 13 April, 2020 (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 read with other previous Circulars No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023, SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") has permitted Companies to hold their Extra-Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM). In compliance with the applicable provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circulars, this Extra Ordinary General Meeting (EGM) is being held through VC / OAVM.
2. The deemed venue for the EGM shall be the Registered Office of the Company at 352, Aggarwal Plaza, Plot No.8, Kondli, East Delhi, New Delhi-110096. Since the EGM is being held through VC / OAVM, the route map, is not annexed hereto.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 of the Notice is annexed hereto. The Board of Directors have considered and decided to include Item No. 1 as Special Business as it is in the interest of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting 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 EGM is being held through VC/ OAVM in terms of the MCA Circulars, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the Listing Regulations, has been dispensed with. Therefore, pursuant to the Circular No. 14/2020 dated April 08, 2020 issued by MCA, the facility to appoint proxy by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Pursuant to the provisions of Section 108 of the Act and other applicable provisions, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing e-voting facility i.e., remote e-voting and voting at the meeting, to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting facility at the EGM will be provided by NSDL.
6. The Board of Directors has at its meeting held on January 13, 2026 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 process in a fair and transparent manner. The Scrutinizer shall, after conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairperson or any person authorized by her in writing, who shall countersign the same and declare the result of the voting therewith.

The results of e-voting shall be declared within 2 (two) working days from the conclusion of the EGM as specified under the Act and Listing Regulations and the resolution will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes cast in favour of the Resolution. The results of e-voting along with the consolidated Scrutinizer's Report will be placed on the Company's website www.bagnetwork24.in and on the website of NSDL at <https://www.evoting.nsdl.com> after the results is declared by Chairperson or any person authorized by her. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

7. In terms of the provisions of Sections 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the EGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means shall be required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the EGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at balikasharma@gmail.com with a copy marked to info@bagnetwork.in and evoting@nsdl.com.
8. Members (including a duly authorised representative of a body corporate) attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Members can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from NSDL /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote at the EGM.
11. In compliance with MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from NSDL and CDSL and whose e-mail addresses are registered with the Company/ Alankit Assignments Limited, Registrar and Share Transfer Agent (RTA) of the Company/ Depositories/ Depository Participants (in case of electronic shareholding).

Members may note that this Notice of EGM is also available on the Company's website at

www.bagnetwork24.in, and on the websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of NSDL, www.evoting.nsdl.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process as specified in this Notice.

12. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Member(s) who have not registered their e-mail address (es) with the Company/RTA/Depository, please follow the below instructions to register your e-mail address for obtaining Notice of EGM and login details for e-voting:
 - i. For members holding shares in Physical mode- please provide necessary details like Folio No., Name of Member, Copy of share certificate, PAN (self-attested) Aadhar (self-attested) by email to info@bagnetwork.in or kycupdate@alankit.com.
 - ii. Member holding shares in Demat mode can get their E-mail id registered by contacting their respective Depository Participant or by email to info@bagnetwork.in.
 - iii. Alternatively, Members may send a request to NSDL at evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
13. All documents referred to in the EGM Notice will be available for inspection by Members through electronic mode. Members seeking to inspect such documents can send an e-mail at info@bagnetwork.in mentioning his / her / its folio number / DP ID and Client ID.
14. Members whose names appear on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Wednesday, February 04, 2026** shall be entitled to avail the facility of remote e-voting as well as e- voting system on the date of EGM.
15. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Wednesday, February 04, 2026 may obtain electronic copy of Notice of EGM by sending a request to the Company or Company's Registrar and Share Transfer Agent (RTA) i.e. Alankit Assignments Limited.
16. The Remote E-voting period shall commence on **Saturday, February 07, 2026 (9:00 A.M. IST)** and **end Tuesday, February 10, 2026 (5.00 P.M. IST)**. The remote e-voting module shall be disabled for voting after 5:00 P.M. on Tuesday, February 10, 2026 and no remote e-voting will be allowed thereafter.
17. Only those shareholders, who will be present at the EGM through VC/ OAVM facility and who have not cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the EGM.
18. Any person, holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
19. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
20. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.
21. Shareholders are requested to carefully read the instructions for e-voting forming part of this Notice.

22. The Instructions for Members for remote e-voting and joining general meeting are as under:

- i. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the relevant rules made thereunder, the MCA Circulars and Listing Regulations, the Company has provided e-voting facility, for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
- ii. Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e- Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/

websites of Depositories/ DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also providing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile numbers and e-mail IDs with their DPs to access e-Voting facility.
- iv. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on cut-off date i.e., Wednesday, February 04, 2026 ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Extra-Ordinary General Meeting Notice for information purposes only.
- v. The remote e-voting period commences from **Saturday, February 07, 2026 (9:00 A.M.. IST)** and end **Tuesday, February 10, 2026 (5.00 P.M. IST)**. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- vi. Members who wish to attend this EGM are requested to follow the steps enumerated under (II) for login to the NSDL e-voting website. After login, click on the 'VC / OAVM' link appearing under 'Join Meeting' against the Electronic Voting Event Number ('EVEN') of B.A.G. Films and Media Limited. The facility for the Members to join this EGM will be available from 15 minutes before the time scheduled for the meeting and may close not earlier than 15 minutes after the commencement of the meeting. Members are requested to login to the NSDL e-voting website using their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.
- vii. **How do I vote electronically using NSDL e-Voting system?**

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.	<ol style="list-style-type: none">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.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.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

	<p>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 held 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 Myeasi username & password.</p> <p>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 e-Voting 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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.

<p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues</p>	<p>Helpdesk details</p>
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related to login through Depository i.e. NSDL and CDSL Login type	
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 use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 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 number: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- a) 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 info@bagnetwork.in.

- b) 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 shareholder 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.**
- c) 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.
- d) 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You 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 Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the EGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to info@bagnetwork.in latest by 5:00 P.M. (IST) on Friday, February 06, 2026. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, and additional information as required under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated January 13, 2026:

ITEM No. 1

The Company is primarily engaged in the business of content production, distribution of television channels, leasing of equipment and properties, and allied activities. In order to expand its operations and meet the requirements of working capital, investment in projects and general corporate purposes, it is proposed to issue fresh capital. This infusion of funds will strengthen the Company's net worth and financial position, while ensuring long-term growth, expansion, and enhancement of shareholder value.

The Board of Directors of the Company ("**Board**") at their meeting held on January 13, 2026, approved raising of funds aggregating up to Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh) by way of issuance of up to 2,00,00,000 (Two Crore) Fully Convertible Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (One) fully paid up Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each, at an issue price of Rs. 8.25/- (Rupees Eight and Twenty Five Paisa Only) each ("**Warrant Issue Price**") in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Skyline Tele Media Services Limited, being a member of the promoter group of the Company (referred to as the "**Proposed Allottee**"), by way of a preferential issue through private placement offer (the "**Preferential Issue**") in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of Act.

The Proposed Allottee has confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution as mentioned under item no. 1 proposes to authorize the Board of Directors to issue and allot up to 2,00,00,000 (Two Crore only) Warrants to the member of the Promoter Group Entities, by way of private placement on preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating up to Rs. 16.50 crore by way of issuance of up to 2,00,00,000 (Two Crore) Fully Convertible Warrants, each convertible into, or exchangeable for, 1 (One) fully paid up Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each, at an issue price of Rs.8.25/- each, payable in cash , on a preferential basis to the Proposed Allottee as the Board of the Company may determine in the manner detailed hereafter.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, as amended, with respect to the additional disclosures for objects of the issue and are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors of the Company ("**Board**") at its meeting held on January 13, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23 (1)(b), 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (**the "SEBI ICDR Regulations"**), up to 2,00,00,000 (Two Crore) Fully Convertible Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (One) fully paid up Equity Share of Face Value of Rs. 2/- (Rupees Two Only) each, at an issue price of Rs.8.25/- (Rupees Eight and Twenty Five Paisa Only) each ("**Warrant Issue Price**") which is higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations to the Member of Promoter Group Entities ("**Proposed Allottee**"), payable in cash.

2. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred to as the "**Stock Exchanges**"). The Equity Shares are frequently traded in terms of Part IV of Chapter V of the SEBI ICDR Regulations on NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares/ Warrants in preferential issue has to be calculated as follows:

The price of the Equity Shares to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- (a) the 90 (ninety) trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date is Rs. 6.90/-;
- (b) the 10 (ten) trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date is Rs. 6.28/-;

Since the Proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, to proposed allottee, the Company has obtained a valuation report from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations. As per the valuation report the price derived under Regulation 166A of the SEBI ICDR Regulations is Rs. 8.22/- each.

Pursuant to the above provisions of Regulation 164(1) and 166A of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued as computes to Rs. 8.22/- each.

Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these Warrants to be allotted on preferential basis to the proposed allottee at Rs. 8.25/- (Rupees Eight and Twenty Five Paisa Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations. Each Warrant upon conversion shall entitle the Warrant Holders to one equity share of Rs. 2/- each fully paid up at a issue price of Rs.8.25/- per share which includes premium of Rs 6.25/- per share.

The valuation report shall be available for inspection through electronic mode on the Company's website and will be accessible at https://bagnetwork24.in/pdf/ValuationReport_forPreferential_Issue.pdf

3. Amount which the Company intends to raise by way of such securities:

The Company proposes to raise up to Rs. 16,50,00,000/- (Rupees Sixteen Crore and Fifty Lakh) only by way of a preferential issue of 2,00,00,000 warrants, each warrant convertible into one Equity Share of Rs. 2/- face value each at a premium of Rs. 6.25/- per share with the entire consideration to be paid by the Allottee in cash.

4. Relevant Date:

In terms of the provisions of Part II of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottee is Monday, January 12, 2026 (i.e. being the date, which is 30 days prior to the date of Extra-Ordinary General Meeting i.e. Wednesday, February 11, 2026.

5. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

- a. **Expansion of Business:** The Company proposes to utilize the proceeds of the preferential issue primarily for the expansion of its existing business operations. This includes investment in enhancing production capacity, strengthening infrastructure, widening distribution networks, and meeting the increased working capital requirements arising from the expanded scale of operations;
- b. **Investment in Projects:** The Company intends to deploy a portion of the proceeds from the preferential issue towards making investments in, or extending financial support to, its subsidiaries. Such funding may be provided in the form of equity capital, quasi-equity instruments, or unsecured loans, depending on the requirements of each subsidiary. The objective of these investments is to facilitate the development and expansion of ongoing projects as well as to enable the undertaking of new projects;
- c. **General Corporate Purposes:** Up to 25% (twenty five percent) of the proceeds of the preferential issue will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

(Collectively referred to below as the "**Objects**")

6. Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects* (Rs. in Crore)	Tentative Timeline for Utilization of Issue Proceeds from the date of receipt of funds
1.	Expansion of Business	8.250/-	Within a maximum period of 12 months from receipt of funds from the issue and allotment of Warrants (as set out herein)
2.	Investment in Projects	4.125/-	
3.	General Corporate Purposes	4.125/-	
Total		16.500/-	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated 13 December 2022 and the BSE Circular No. 20221213-47 dated 13 December 2022, the amount specified for the aforementioned Objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

7. Interim Use of Issue Proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. The said deployment shall be done in compliance with the applicable laws for complete pending complete utilization of the Issue Proceeds for the Objects described above. Our Company intends to, inter alia, pending utilisation for the Objects of the Preferential Issue, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the "Government of India" or any other investments as permitted under applicable laws. The Company shall not invest in capital eroding and high-risk taking instruments

8. Monitoring of Utilization of Funds:

As the issue size is less than Rs. 100 Crore (Rupees One Hundred Crore), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations.

9. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No. IBBI/RV/03/2021/14113) having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018.

10. Principal terms of Assets charged as securities:

Not Applicable.

11. Material terms of raising such securities:

The same has been disclosed in the concerned shareholders' resolution at the Item No.1 of and in the explanatory statement to this Notice.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the proposed allotment shall be made for consideration in Cash only.

13. Class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottee, who is a member of Promoter Group entities of the Company.

14. Intent of the Promoters, Directors or Key Management Personnel (KMPs) or Senior Management Personnel (SMPs) of the issuer to subscribe to the offer:

Apart from the Proposed Allottee, none of the promoters, members of the promoter group, directors or key managerial personnel or senior management personnel of the Company intend to subscribe to the offer.

15. Shareholding Pattern of the Company before and after the Preferential Issue:

Sl. No.	Category	Pre-Issue		Post-Issue *	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
A. Shareholding of Promoter and Promoter Group					
1	Indian:				
a)	Individuals	23077790	11.66	23077790	10.59
b)	Body Corporates	69670392	35.20	89670392	41.15
	Total Shareholding of Promoter and Promoter Group (A)	92748182	46.86	112748182	51.74
B. Non-Promoters / Public Shareholding:					
1	Institutions:				
a)	Mutual Funds	-	-	-	-
b)	Alternative Investment Funds	-	-	-	-
c)	Financial Institution/ Banks	-	-	-	-
d)	Insurance Companies	-	-	-	-
e)	NBFC Registered with RBI	-	-	-	-
f)	Foreign Portfolio Investors Category I	-	-	-	-
g)	Foreign Portfolio Investors Category II	-	-	-	-
h)	Any other	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2.	Central Government/State Government(s)/ President of India	-	-	-	-
	Sub-Total (B2)	-	-	-	-
3.	Non-Institutions:				
a)	Key Managerial Personnel	1296	0.00	1296	0.00
b)	Investor Education and Protection Fund (IEPF)	-	-	-	-
c)	Individual	82117160	41.49	82117160	37.68
d)	NRI	1556775	0.79	1556775	0.71
e)	Bodies Corporate	19127879	9.66	19127879	8.78
f)	Foreign national	-	-	-	-
g)	Any Other:				
i)	Clearing Member	71196	0.04	71196	0.03
ii)	Overseas Corporate Bodies	98600	0.05	98600	0.05
iii)	HUF	2139708	1.08	2139708	0.98
iv)	Trusts	100	0.00	100	0.00
v)	LLP	58490	0.03	58490	0.03
	Sub-Total (B3)	105169908	53.14	105169908	48.26
	Total Public Shareholding (B)=(B1+B2+B3)	105169908	53.14	105169908	48.26
	Grand Total (A+B1+B2)	197918090	100.00	217918090	100.00

i. The pre-shareholding pattern is as on latest shareholding pattern filed to the stock exchanges: i.e. December 31, 2025

ii. * Post Issue Shareholding: The number of shares mentioned in this column have been calculated assuming all the 2,00,00,000 Warrants issued to the proposed allottee will be converted fully.

16. Time frame within which the Proposed Preferential Issue shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

17. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from 1st April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

18. Lock-in Period:

- a) The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The Resulting Equity Shares shall be locked in as per the applicable provisions of the SEBI ICDR Regulations.
- c) The entire pre-preferential allotment shareholding, of the Proposed Allottee, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

19. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty-five percent) of the total consideration for the Warrants will be payable on or before the date of preferential allotment of the Warrants.

The balance up to 75% (seventy-five percent) of the total consideration shall be, at the option of the Allottee(s), payable by the Proposed Allottees at the time of allotment of the Equity Shares pursuant to conversion of the Warrants into Equity Shares.

Warrant will be converted at the option of the allottee, into 1 (one) fully paid up equity share of Face Value of Rs. 2/- each at an issue price of Rs. 8.25/- per share (including premium of Rs 6.25/- per share), determined in accordance with the SEBI ICDR Regulations, at any time within 18 (eighteen) months from the date of allotment of Warrants. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, the unexercised Warrants shall lapse and the consideration paid upon each of the said Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

20. Undertakings:

- i) Neither the Proposed Allottee, the beneficial owners of Proposed Allottees, nor the Company, its Directors and Promoters are fugitive economic offender as defined under SEBI ICDR Regulations.
- ii) The Company undertakes that it shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provisions of SEBI ICDR Regulations as amended wherever it is required to do so.
- iii) The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provisions of the SEBI ICDR Regulations, the Warrants shall continue to be locked in till the time such amount is paid by the proposed allottee.
- iv) The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange(s), where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended or any Circular or Notification as may be issued by SEBI, from time to time or any competent authority concerned.
- v) Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or

directors is a willful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

21. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non- promoter:

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter
1.	Skyline Tele Media Services Limited	Promoter Group	Promoter Group

22. Practicing Company Secretary Certificate:

The certificate from Ms. Balika Sharma, Proprietor of M/s Balika Sharma & Associated, Practicing Company Secretary, certifying that the Preferential Issue of Shares is being made in accordance with the requirements contained in Chapter V of the SEBI ICDR Regulations and the said certificate shall be placed before the shareholders at their proposed Extra-ordinary General Meeting and the same shall be made available on the Company's website at https://bagnetwork24.in/pdf/ComplianceCertificate_for_Preferential_Issue.pdf

23. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchanges or Depositories as on date.

24. Change in control, if any, in the Company consequent to the preferential issue:

Consequent to the proposed preferential issue of Warrants/ resulting Equity Shares; there shall not be any change in control or change in management of the Company. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended).

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The entire Issue proceeds of up to Rs. 16,50,00,000/- (Rupees Sixteen Crore Fifty Lakh Only) being raised from the member of Promoter Group entities of the Company.

26. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163(1)(f) of the SEBI ICDR Regulations 2018.

Sr. No.	Name of the Proposed Allottee	Category (Pre-Issue)	Ultimate Beneficial Owner	Pre Preferential Issue		No. of Convertible Warrants proposed to be allotted	Post Preferential Issue*	
				No of shares held	% of share Holding		No of shares Held	% of share holding
1	Skyline Tele Media Services Limited	Promoter Group	Anuradha Prasad Shukla	2,72,25,524	13.76	2,00,00,000	4,72,25,524	21.67

Note: *The post issue shareholding pattern in the above table has been prepared with pre-issue shareholding as on December 31, 2025, on the basis that the Proposed Allottee would have subscribed to all the Warrants and been allotted all the Equity Shares of Rs. 2/- each upon conversion of Warrants.

In the event for any reason, the Proposed Allottee does not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

27. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Skyline Tele Media Services Limited, a member of Promoter Group Entities who intend to subscribe to the Warrants under this Preferential Issue are concerned or interested in the resolution as set out at Item No. 1 of this Notice.

Ms. Anuradha Prasad Shukla and Mr. Sudhir Shukla (Promoters of the Company), may be considered as deemed to be concerned or interested in the said resolution due to their Directorship on the Board of the Company. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulation, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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

Place: Noida
Date: January 13, 2026

Sd/-
Ajay Mishra
Company Secretary & Compliance Officer
ACS: 21096

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