B.A.G. Convergence Limited
(formerly known as B.A.G. Convergence Private Limited)
CIN: U22121DL2007PLC161935
Corporate Office: FC-23, Sector 16A, Film City, Noida - 201301, U.P.
Tel. : 0120 6354200
E-mail : info@bagconvergence.in
Website : www.bagconvergence.in

BCL/NSE/CA/24/2026-27
September 01, 2026

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400 051

SYMBOL: BAGDIGITAL

Sub: Intimation of the Notice of 19th Annual General Meeting of the B.A.G. Convergence Limited

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the SEBI Listing Regulations"), as amended, please find enclosed herewith the Notice convening of the 19th Annual General Meeting ("**AGM**") of Members of the B.A.G. Convergence Limited ("**Company**") scheduled to be held on **Thursday, September 24, 2026, at 4:00 P.M. (IST)** through Video Conferencing('VC')/Other Audio Visual Means ('OAVM') in accordance with the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of 19th AGM is available on the Company's website at:
https://bagconvergence.in/pdf/B.A.G._Convergence_Limited_Notice_of_19th_AGM.pdf

This is for your information and record please.

Thanking You

Yours sincerely
For **B.A.G. Convergence Limited**

KRITI JAIN
Digitally signed by KRITI JAIN
Date: 2026.09.01 18:06:52 +05'30'

B.A.G. Convergence Limited

(Kriti Jain)
Company Secretary & Compliance Officer

Encl: a/a
CC: National Securities Depository Limited (NSDL)

B.A.G. CONVERGENCE LIMITED

CIN: L22121DL2007PLC161935
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 6354200, E-mail: info@bagconvergence.in
Website: www.bagconvergence.in

NOTICE OF THE 19th ANNUAL GENERAL MEETING

Notice is hereby given that the 19th Annual General Meeting ("AGM") of Members of **B.A.G. Convergence Limited** (formally known as B.A.G. Convergence Private Limited) ("Company") will be held on **Thursday, September 24, 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 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 Ms. Anuradha Prasad Shukla (DIN: 00010716) as a Director, Liable to Retire by Rotation

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

SPECIAL BUSINESS:

3. Approval of Material Related Party Transaction(s) with B.A.G. Films and Media 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. Films and Media Limited (BAG), a Promoter Group 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 ₹15 Crore (Rupees Fifteen 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."

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 Promoter Group 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 ₹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.

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 Promoter Group 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 ₹ 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.

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 Promoter Group 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."

By Order of the Board of Directors
B.A.G. Convergence Limited

Kriti Jain
Company Secretary
ACS: 68277

Place : Noida
Date : August 12, 2026

Registered Office:
352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L22121DL2007PLC161935
Tel: + 91 1206354200
Email: info@bagconvergence.in
Website: www.bagconvergence.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 6 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-A 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 19th Annual General Meeting ("AGM") of the Members of the Company will be held through VC/OAVM on Thursday, September 24, 2026 at 4:00 P.M. (IST). The deemed venue for the 19th AGM will be the Company's Registered Office at B.A.G. Convergence Limited (the "Company/BCL"), 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 6 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. 24 and also available at the Company's website www.bagconvergence.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@bagconvergence.in from their registered Email ID.

7. The attendance of the Members (including a duly authorised representative of a body corporate) attending the 19th 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 18, 2026 to Thursday, September 24, 2026 (both days inclusive) for the purpose of AGM.

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 19th 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 Registrar and Share Transfer Agent ("RTA") ie, Maashitla Securities Private Limited or Depository Participants. Members may note that the Notice of 19th AGM and Annual Report 2025-26 will be available on the Company's corporate website at https://bagconvergence.in/. The same can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited ('NSE') at www.nseindia.com respectively and the Notice of 19th 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 / Registrar / 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://bagconvergence.in/shareholders-corner/ along with the necessary attachments mentioned in the said Forms to Company's RTA Maashitla Securities Private Limited, Krishna Apra Business Square, 451, Netaji Subhash Place, New Delhi- 110034. Members may also email the duly filled and digitally signed forms to rtabackoffice@maashitla.com. This will enable the shareholders to receive electronic copies of the Annual Report for FY 2025-26 and this Notice. Although, The Company doesn't have any physical holders and therefore, the Company was not requiring to intimate the Physical holders.

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

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.bagconvergence.in under shareholder's corner of Investor Relation.

Although, The Company doesn't have any physical holders and therefore, the Company was not requiring to intimate the Physical holders.

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 Maashitla Securities Private 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. **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://bagconvergence.in/shareholders-corner/. Any shareholder who is desirous of dematerializing their securities may write to the RTA at rtabackoffice@maashitla.com and to the Company at info@bagconvergence.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.

15. **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 at info@bagconvergence.in or its RTA at rtabackoffice@maashitla.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.

16. 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 19th AGM will be made available for inspection in electronic mode at our website https://bagconvergence.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@baconvergence.in up to the date of AGM.

17. In terms of the provisions of Section 152 of the Act, Ms. Anuradha Prasad Shukla (DIN: 00010716) Director of the Company, retire by rotation at the AGM and being eligible she has indicated their willingness for the proposed re-appointment. The Board of Directors of the Company recommended her re-appointment for the approval of the Members.

18. 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.

19. The Company has fixed **Thursday, September 17, 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.

20. 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 19th AGM, being held through VC / OAVM.

21. 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.

22. 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.

23. The annual accounts of the company along with the related informations are available for inspection at the Company website at www.bagconvergence.in.

24. **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 17, 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 17, 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 20, 2026 at 9:00 am (IST) and ends on Wednesday, September 23, 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 17, 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@bagconvergence.in on or before the cut-off date i.e. Thursday, September 17, 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@bagconvergence.in on or before the cut-off date i.e. Thursday, September 17, 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, Depty 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 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 at NSDL on 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@bagconvergence.in or Company's RTA email id at rtabackoffice@maashitla.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@bagconvergence.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.

25. 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.

26. 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.

27. 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 forthwith.

28. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company's website www.bagconvergence.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 National Stock Exchange of India Limited at www.nseindia.com.

29. 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 24, 2026.

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3, to 6 of the accompanying Notice of 19th Annual General Meeting of the B.A.G. Convergence Limited (the **"Company/BCL"**) dated August 12, 2026.

ITEM NOS. 3 TO 6:

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.

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 on one hand and a related party of the listed entity on the other hand, regardless of whether a price is charged or not.

The Company as a standalone entity is one of the leading digital media company, primarily engaged in the business of content creation on digital platforms in News, Entertainment, Sports, Religious and other segments. The platforms include websites, social media platform viz YouTube, Facebook, Insta, X etc, Connected TV (CTV) at Samsung plus, LG, Xioami, Waves -Prasar Bharti. Furthermore, the Company has in house expertise along with strong partnerships in the content creation, conversion and distribution system enabled us to remain competitive among premier digital platforms.

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, 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 as mentioned on item no.(s) 3 to 6. 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 12, 2026 and the Board of Directors at its meeting held on August 12, 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. 3 to 6 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. 3 to 6.

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. 3 to 6.

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. Convergence Limited

Kriti Jain
Company Secretary
ACS: 68277

Place : Noida
Date : August 12, 2026

Registered Office:
352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L22121DL2007PLC161935
Tel: + 91 1206354200
Email: info@bagconvergence.in
Website: www.bagconvergence.in

ANNEXURE-A TO THE NOTICE

Details of Director seeking re-appointment at 19th Annual General Meeting

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

1. Ms. Anuradha Prasad Shukla (DIN: 000010716)

Designation	Chairperson and Managing Director
Age	63 Years
Date of Birth	December 08, 1962
Nationality	Indian
Date of First Appointment on the Board	December 9, 2023
Qualification	Master Degree in Political Science from Delhi University
Brief Profile (including Nature of Expertise)	Ms. Anuradha Prasad Shukla is a promoter of the Company. She possesses a Master Degree in Political Science from Delhi University. Ms. Shukla started her career in the electronic media at PTI. She subsequently worked in various positions with the Observer Channel and also headed the Observer Channel. Working with top professionals of the industry, both national and international, Ms. Anuradha has produced, directed, conceived, scripted, reported and anchored many television programs, and most of these have been under the banner of B.A.G Films. She got the "Pt. Haridutt Sharma Award" in the field of Journalism, Writing and Social Services from the Vice President of India His Excellency Shri M. Hamid Ansari in 2015. Her immense experience in the field of media, which includes print media, electronic media and digital media, gives her an edge over others. Her vast experience in TV production and news and current affairs, not only help the company but the entire media industries in India. In a journey spanning more than three decades; Ms. Shukla has become one of the most influential person in the Indian media industry. She is having sound experience of Corporate management and possesses all the required competencies and is ideally suited for the job.
Details of Remuneration sought to be paid	Not Applicable
Remuneration past drawn	₹ 24.00 Lakhs for the Financial Year 2025-26
Directorships held in other companies (excluding foreign Companies and section 8 companies)	1. B.A.G. Films and Media Limited. 2. Skyline Radio Network Limited. 3. E24 Glamour Limited. 4. News24 Broadcast India Limited. 5. Skyline Tele Media Services Limited. 6. ARVR Communications Private Limited.

Membership and Chairmanship of the Committee of the Board of the Company	Nil
Chairmanships/ Memberships of Committees in other Companies	She is Chairperson in the ESOP Compensation Committee of B.A.G. Films and Media Limited
No. of Board Meeting attended during the financial year 2025-26	9 (Nine)
Terms and conditions of Appointment(if any)	Re-appointed in terms of section 152(6) of the Companies Act, 2013.
Relationship with other Directors	Not related to any directors and key managerial personnel of the Company
No. of equity shares held in the Company	1,38,52,240 Equity Shares
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.		
		3	4	5
		BCL with BAG	BCL with News24	BCL with E24
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. Films and Media Limited	News24 Broadcast India Limited	E24 Glamour Limited (E24)
2.	Country of incorporation of the related party	India	India	India
3.	Nature of business of the related party	BAG is primarily engaged in the business of television content production, digital media, distribution broadcasting, advertisement, production equipment leasing and infrastructure, and media educational training.	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 in the television broadcasting and entertainment space operating 24x7 Hindi-language entertainment channel in the name of E24 and devotional and spiritual channel in the name of Darshan24.
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:	BAG is one of the Promotor Group of the Company. BAG is an entity in which one of the Promoter, KMP and Member of BCL is also serves as a Promoter, KMP, and Member of BAG. Consequently, both BCL and BAG qualify as related parties .	News24 is one of the Promotor Group of the Company. News24 is an entity in which one of the Promoter, Member and KMP of BCL is also serve as a Promoter, Member and Director of News24. Consequently, both News24 and BCL qualify as related parties.	E24 is one of the Promotor Group of the Company. E24 is an entity in which one of the Promoter, Member and KMP of BCL is also serve as Promoter, Member and Director of E24. Consequently, both E24 and BCL qualify as related parties.
	Shareholding of the listed entity, 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	Nil	Nil	Nil

<table>
<tr><td colspan="5">A(3) Details of previous transactions with the related party</td></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 BAG:
<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>0.36</td></tr>
<tr><td>3.</td><td>Obtaining of Financial Assistance</td><td>0.00</td></tr>
<tr><td></td><td>Total</td><td>0.36</td></tr>
</table></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>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>5.76</td></tr>
<tr><td></td><td>Total</td><td>5.76</td></tr>
</table></td><td>Nil</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>₹ 1.74 Crore</td><td>₹ 9 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><td colspan="5">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></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>₹ 15 Crore</td><td>₹ 50 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 annual consolidated turnover for the immediately preceding financial year.</td><td>34.71%</td><td>115.71%</td><td>69.43%</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>10.00%</td><td>45.72%</td><td>250.21%</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>44.05</td></tr><tr><td>Profit After Tax</td><td>3.80</td></tr><tr><td>Net worth</td><td>278.86</td></tr></table></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></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>3.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>2.00</td></tr><tr><td>3.</td><td>Providing of Financial Assistance</td><td>5.00</td></tr><tr><td>4.</td><td>Corporate Guarantee</td><td>5.00</td></tr><tr><td></td><td>Total</td><td>15.00</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>10.00</td></tr><tr><td>2.</td><td>Services Availed</td><td>10.00</td></tr><tr><td>3.</td><td>Obtaining of Financial Assistance</td><td>10.00</td></tr><tr><td>4.</td><td>Providing 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>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></td><td>Total</td><td>30.00</td></tr></table></td></tr>
</table>

2.	Details of the proposed transaction	a) Availing/providing services primarily related to 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 support including equity, debt, inter-corporate borrowings (ICBs), convertible instruments, guarantees, and related interest. c) Transfer of resources, services, or obligations to meet business requirements.	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. This also includes sharing or utilization of resources such as employees, analytics, cybersecurity, management services, along with other allied services. b) Providing fund-base and non-fund-based 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.	a) Availing/providing 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-base and non-fund-based support including equity, debt, inter-corporate Borrowings (ICBs), convertible instruments and related interest.z
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 ₹15 Crore.	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.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company is in the business of content creation, conversion and distribution system on digital platforms in News, Entertainment, Sports, Religious and other segments. The Company and other related parties (including BAG, News24 and E24) operate extensively within the media and entertainment sector and have a substantial market presence. Leveraging their rich industry domain expertise enables the Company to realize significant operational synergies, optimize costs, streamline service delivery, and ensure high standards of service reliability across the Group's operations. The BCL, being the flagship entity centralizes various corporate support services in order to optimize costs at the Group level. It procures, manages, and provides various services, including Administration, 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. The charges paid for such services are in line with the rates offered to unrelated parties. 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 would support the growth of the group company businesses and that of other related parties, enabling 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 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 and necessary for the sustained growth, operational continuity, and business expansion of the Company. In view of the anticipated frequency, scale, and potential aggregate financial value of the transactions to be entered into with 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 and Key Managerial Personnel ('KMP') of the Company is also serve as a Promoter Chairperson and Managing Director and Key Managerial Personnel ('KMP') and holds 10.58% shares in BAG. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also serve as Non-Executive Independent Director of BAG. Mr. Chandan Kumar Jain is a Non-Executive Independent Director of the Company, is also serve as Non-Executive Independent Director of BAG. Their interest, concern, or that of their relatives, is limited only to the extent of their holding directorship/ shareholding in the Company and BAG.	Ms. Anuradha Prasad Shukla, Promoter, Chairperson and Managing Director and Key Managerial Personnel ('KMP') of the Company is also serve as a Promoter and Non-Executive Director of News24 and holds 0.32% shares in News24. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also serve as a Non-Executive Independent Director 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 serve as a Promoter and Non-Executive Director of E24 and holds 0.20% shares in E24. Mr. Arshit Anand is a Non-Executive Independent Director of the Company, is also serve as 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.
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?	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.	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 8.50% p.a.	Not more than 8.50% p.a.	Not more than 8.50% p.a.
	c. Tenure	Upto 5 years	Upto 5 years	Upto 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.	Not more than 8.00% p.a., depending upon security and tenure	Not more than 8.00% p.a., depending upon security and tenure	Not more than 8.00% p.a., depending upon security and tenure
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not more than 8.50% p.a., depending upon tenure	Not more than 8.50% p.a., depending upon tenure	Not more than 8.50% p.a., depending upon tenure
5.	Maturity / due date	Upto 5 year	Upto 5 year	Upto 5 year
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(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 lander of BAG for business purposes	Not Applicable	Not Applicable
	(b) Whether it will create a legally binding obligation on listed entity?	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.		
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. 5 Crore		

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	Not Applicable	As per the following terms:	Not Applicable
2.	Interest rate (in terms of numerical value or base rate and applicable spread)		Not more than 8.50% p.a., depending upon security and tenure	
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing		Not more than 8.50% 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.	
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 (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 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	The credit rating is not obtained for the related party	Not Applicable	Not Applicable
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		

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 ₹ 5 Crore	Not Applicable	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		
	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		
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	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		Not Applicable
	a. Before transaction		0.23	
	b. After transaction		9.82	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements			
	a. Before transaction		1.80	
	b. After transaction		2.89	

<table>
<tr><th rowspan="4">Sr. No</th><th rowspan="4">Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><th>Resolution No.</th></tr>
<tr><th>6</th></tr>
<tr><th>BCL with STMSL</th></tr>
<tr><td colspan="3">PART A: Minimum information of the proposed RPT</td></tr>
<tr><td colspan="3">A(1) Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Skyline Tele Media Services Limited (STMSL)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>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.</td></tr>
<tr><td colspan="3">A(2) Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1.</td><td>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:</td><td>STMSL is one of the Promoter group of the Company.
STMSL an entity in which one of the Promoter , KMP and Member of BCL also serves as a Promoter, Director, and Member of STMSL. Consequently, both BCL and STMSL qualify as related party.</td></tr>
<tr><td>Shareholding of the listed entity/subsidiary, whether direct or indirect, in the related party.</td><td>Nil</td></tr>
<tr><td>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.</td><td>Not applicable</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary</td><td>Nil</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related partyt</td></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>0.00</td></tr>
<tr><td>2.</td><td>Services Availed</td><td>0.14</td></tr>
<tr><td>3.</td><td>Providing of Financial Assistance</td><td>11.78</td></tr>
<tr><td></td><td>Total</td><td>11.92</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>₹0.04 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></tr>
</table>

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.	₹32 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.	74.06%
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).	Not Applicable
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.	1,531.10%
6.	Financial performance of the related party for the immediately preceding financial year 2025-26.	**Particulars** / **Amount (₹in crore)** Turnover: 2.09 Profit After Tax: 0.46 Net worth: 1.11

Particulars	Amount (₹in crore)
Turnover	2.09
Profit After Tax	0.46
Net worth	1.11

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:

Sr.No.	Nature of Transaction	Amount (₹Crore)
1.	Services Rendered	0.00
2.	Services Availed	2.00
3.	Providing of Financial Assistance	10.00
4.	Obtaining of Financial Assistance	20.00
	Total	**32.00**

2.	Details of the proposed transaction	a) Providing services related to broadcasting, AI television programming, digital media 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
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 ₹32 crore.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company is in the business of content creation, conversion and distribution system on digital platforms in News, Entertainment, Sports, Religious and other segments. The Company and STMSL operate extensively within the media and entertainment sector. Leveraging their rich industry domain expertise enables the Company to realize significant operational synergies, optimize costs, streamline service delivery, and ensure high standards of service reliability across the Group's operations. The proposed financial assistance would support the growth of the Company's business and that of STMSL, enabling 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 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 and necessary for the sustained growth, operational continuity, and business expansion of the Company. In view of the anticipated frequency, scale, and potential aggregate financial value of the transactions to be entered into with STMSL 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 and KMP of BCL 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 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
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(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.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify 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 8.50% p.a.
	c. Tenure	Upto 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.	Not more than 8.00% p.a., depending upon security and tenure
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Not more than 8.50% p.a., depending upon tenure
5.	Maturity / due date	Upto 5 years
6.	Repayment schedule & terms	Repayment at the end of tenure or before as per mutually agreed terms
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:
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Not more than 8.00% p.a., depending upon security and tenure
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Not more than 8.50% 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.
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
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
	b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	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 anyof 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	
	a. Before transaction	0.23
	b. After transaction	9.82
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	a. Before transaction	1.80
	b. After transaction	2.89