

BAG/STX/letters/2025-26/AM/43
August 13, 2025

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

Sub: Intimation of Notice of 32nd Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 read with Regulation 34 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Notice convening the 32nd Annual General Meeting ("**AGM**") of Members of the B.A.G. Films and Media Limited ("**Company**") scheduled to be held on **Thursday, September 11, 2025, at 4:00 P.M. (IST)** through Video Conferencing('VC')/Other Audio Visual Means ('OAVM') in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Notice of 32nd AGM is available on the Company's website at:<https://bagnetwork24.in/pdf/B.A.G. Films and Media Limited Notice of 32ndAGM.pdf>

This is for your information and record please.

Thanking You

Yours sincerely

For **B.A.G. Films and Media Limited****(Ajay Mishra)**
Company Secretary &
Compliance Officer

Encl: a/a

CC: National Securities Depository Limited (NSDL)

B.A.G. FILMS AND MEDIA LIMITED

CIN: L74899DL1993PLC051841

Reg. Off: 352, Aggarwal Plaza, Plot No. 8, Kondli, New Delhi-110096

Corporate Off: FC-23, Film City, Sector-16A, Noida-201301, (U.P.)

Tel: 91 120 460 2424, E-mail: info@bagnetnetwork.in

Web: www.bagnetnetwork24.in

NOTICE

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of Members of **B.A.G. Films and Media Limited** ("Company") will be held on Thursday, September 11, 2025 at 4:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. 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. Appointment of Secretarial Auditor and fixing their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), as amended from time to time read with the provisions of Section 204 of the Companies Act, 2013 (**'Act'**) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendations of the Audit Committee and the Board of Directors of the Company (**'Board'**), M/s Balika Sharma & Associates, Practicing Company Secretary (CP No: 3222 and Peer Review Certificate No. PRC: 5813/2024), who have given their consent and have confirmed their eligibility to be appointed as Secretarial Auditors, in terms of provisions of the SEBI Listing Regulations, be and is hereby appointed as Secretarial Auditor of the Company, for a period of five consecutive years from the financial year 2025-26 till the financial year 2029-30, on such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditor of the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof) be and is hereby authorised to take all decisions, including finalizing the remuneration of the Secretarial Auditor, from time to time, to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

4. Approval of Material Related Party Transactions with its Subsidiaries

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(s) 23, 2(1) (zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with rules made thereunder, if any, as amended from time to time and Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the **'Board'**, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with subsidiaries and related parties of the Company, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company and its subsidiaries.

RESOLVED FURTHER THAT 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 this 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 this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. Approval of Material Related Party Transactions with its Related Parties

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(s) 23, 2(1) (zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with rules made thereunder, if any, as amended from time to time and Company's Policy on Related Party Transactions and based on prior approval of the Audit Committee, approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the **'Board,'** which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with its related parties, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company and its related parties.

RESOLVED FURTHER THAT 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 this 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 this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. Approval of Material Related Party Transactions by News24 Broadcast India Limited with its Related Parties

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(s) 23, 2(1) (zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) the applicable provisions of the Companies Act, 2013 (**'Act'**), read with rules made thereunder, if any, as amended from time to time and Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the **'Board,'** which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by News24 Broadcast India Limited (**News24**), a subsidiary of the of the Company with related parties of the Company as well as related parties of the News24, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the News24 and its related parties.

RESOLVED FURTHER THAT 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 this 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 this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. Approval of Material Related Party Transactions by E24 Glamour Limited with its Related Parties

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(s) 23, 2(1) (zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with rules made thereunder, if any, as amended from time to time and Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the **'Board,'** which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by E24 Glamour Limited (**E24**), a subsidiary of the of the Company with related parties of the Company as well as related parties of the E24, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an

arm's length basis and in the ordinary course of business of the E24 and its related parties.

RESOLVED FURTHER THAT 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 this 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 this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Approval of Material Related Party Transactions by Skyline Radio Network Limited with its Related Parties

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(s) 23, 2(1) (zc) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with rules made thereunder, if any, as amended from time to time and Company's Policy on Related Party Transactions and based on the prior approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the **'Board,'** which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its power conferred by this resolution) for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by Skyline Radio Network Limited (**SRNL**), a subsidiary of the of the Company with related parties of the Company as well as related parties of the SRNL, during the financial year 2025-26 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time

to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the SRNL and its related parties.

RESOLVED FURTHER THAT 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 this 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 this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Place : Noida
Date : June 27, 2025

Ajay Mishra
Company Secretary
ACS: 21096

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetnetwork.in
www.bagnetnetwork24.in

NOTES:

1. Pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and latest being Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/ HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and latest being

Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (**the Act**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**"), MCA Circulars and SEBI Circulars, the 32nd Annual General Meeting ("AGM") of the Members will be held through VC/OAVM on Thursday, September 11, 2025 at 4:00 P.M. (IST). Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 26 and available at the Company's website www.bagnetnetwork24.in. The deemed venue for the 32nd AGM will be the Company's Registered Office at B.A.G. Films and Media Limited, 352, Aggarwal Plaza, Plot No.8, Kondli, East Delhi, New Delhi-110096.

- PURSUANT TO THE PROVISIONS 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.**
- 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 Nos. 3 to 8 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 3 to 8 of the notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') in respect of the Directors seeking re-appointment at this AGM are also annexed hereto. Requisite declarations have been received from Director and Secretarial Auditor seeking appointment/re-appointment.
- The Company has appointed National Securities Depositories Limited (NSDL) to provide VC / OAVM Facility & e-voting facility for the AGM.
- Pursuant to the provisions of Section 113 of the Act, Body

Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on info@bagnetwork.in with a copy marked to balikasharma@gmail.com and evoting@nsdl.com from their registered Email ID, a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative.

7. Members (including a duly authorised representative of a body corporate) attending the 32nd 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, at least 1,000 Members will be able to join AGM on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend AGM without any restriction on account of first-come-first- served principle.
9. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, September 05, 2025 to Thursday, September 11, 2025 (both days inclusive).
10. The Notice of the AGM along with the Annual Report 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company or Registrar and Share Transfer Agent (RTA) or Depositories. A letter providing the web-link, including the exact path, where complete details of the Notice of AGM and Annual Report 2024-25 are available, being sent to those Members who have not registered their email addresses. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's corporate website at <https://bagnetwork24.in>. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively and the Notice of 32nd AGM is also available on the e-voting website of NSDL at www.evoting.nsdl.com.
11. We encourage members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company or RTA or Dipository to receive copies of the Annual Report 2024-25 in electronic mode.
12. **Updation of PAN and other details**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, mandated furnishing

of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

The timeline for furnishing the above mentioned details were further extended till December 31, 2023 vide SEBI Circular No. SEBI/HO/MIRSD/MIRSDPoD- 1/P/ CIR/2023/158 dated September 26, 2023.

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

We urge the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN), address and bank mandate with the Company to ensure receipt of Annual Report, dividend and/ or any other consideration and other communication timely, faster and easier and more importantly to avoid fraudulent encashment of dividend warrants.

Accordingly, to update the KYC details with the Company or intimate about change in their KYC, the following procedure may be followed:

Demat Holding:

Update the PAN and KYC (i.e. postal address with pin code, email address, mobile number, bank account details) through your Depository Participants (DPs).

Physical Holding:

PAN and KYC documents can be sent directly to the RTA in any of the following manner:

Through 'In Person Verification' (IPV): Shareholders can submit their required documents at the office of the RTA.

Through hard copies: Shareholders can send duly self-attested and dated hard copies of the required documents to below mentioned address of the RTA.

Electronic Mode: Shareholders can send the required documents with E-sign from their registered email ID, as prescribed by SEBI.

The Company has also issued public notice urging the shareholders for registration and/or Updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

In terms of SEBI Circular no. SEBI/HO/MIRSD/POD-1/P/

CIR/2024/81 dated June 10, 2024 and other applicable provisions, the Members of the Company (who have not opted for the nomination) are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of shares held by them as well as to prevent accumulation of unclaimed assets in securities market. To avail the facility of nomination or to opt out or cancel/ make any variation in the already submitted nomination, Members are requested to reach out to Alankit Assignments Limited in case of shares held in physical mode and to their respective DPs in case of shares held in demat form.

13. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal:

I. This is to inform the members that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/ clients and listed companies (including their RTA's) or specified intermediaries/ regulated entities in the securities market.

II. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

III. The SMART ODR Portal can be accessed at: <https://smartodr.in/login> and the same can also be accessed through the Company website www.bagnetnetwork24.in.

14. 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 32nd AGM, being held through VC / OAVM.

15. 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.

16. The Company has fixed **Thursday, September 4, 2025 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.

17. 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.

18. 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 or the Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon.

19. 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 all other documents referred to in the Notice of 32nd AGM will be made available for inspection in electronic mode at our website <https://bagnetnetwork24.in/> up to the date of this AGM and upon login to NSDL Portal at <https://www.evoting.nsdl.com/> during the AGM. Members seeking to inspect such documents can send an email to info@bagnetnetwork.in.

20. In terms of the provisions of Section 152 of the Act, Ms. Anuradha Prasad Shukla (DIN: 00010716) Chairperson and Managing 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.

21. As per Regulation 40 of the SEBI Listing Regulations, as amended mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate,

endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition etc. 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://bagnetnetwork24.in/shareholders-corner/>. Any shareholder who is desirous of dematerializing their securities may write to the RTA at rta@alankit.com and to the Company at info@bagnetnetwork.in for any clarifications, if needed.

22. 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.
23. Since the AGM will be held through VC/OAVM facility, the Attendance slip and Route Map are not annexed to this Notice.
24. Under Section 125 of the Act read with rules made there under the amount of unclaimed or unpaid dividend for the period of seven year or more from the due date is required to be deposited in the Investor Education and Protection Fund (IEPF) constituted by the Central Government.
25. The annual accounts of the subsidiary companies along with the related detailed information are available for inspection at the Company website www.bagnetnetwork24.in.
26. **Instructions for E-voting and Joining the AGM are as follow:**

A: PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) 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. Members whose names are 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 4, 2025**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM.
- 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 4, 2025, 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 07, 2025** at 9:00 am (IST) and ends on **Wednesday, September 10, 2025** 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 4, 2025.
- 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 hereinbelow 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 this glitches.
- e) Members are encouraged to submit their questions in advance with respect to the finance or the business to be transacted at the AGM. These queries may be submitted from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number and mobile number, to reach the Company's e-mail address at info@bagnetwork.in before 5.00 p.m. (IST) on Friday, September 05, 2025. 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 at info@bagnetwork.in between Monday, September 01, 2025 9:00 a.m. (IST) to Friday, September 05, 2025 5.00 p.m. (IST). **Those Members who have registered themselves as a speaker will only 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 NSDL Ms. Pallavi Mhatre, Senior Manager – 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be mde 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. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by this two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join 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, Senior Manager at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company's email at info@bagnetnetwork.in or Company's RTA email id at info@alankit.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@bagnetnetwork.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
27. The 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.
28. 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.
29. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting 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 a person authorised by her in writing who shall countersign the same and declare the results of voting forthwith.

30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company's website www.bagnetnetwork24.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson. The Company shall simultaneously forward the results with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
31. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 11, 2025.

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

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 3, to 8 of the accompanying Notice of 32nd Annual General Meeting dated June 27, 2025.

FOR ITEM NO.3

Pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") read with SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, and Section 204 of the Act and Rules made there under and on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years, or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025 have appointed M/s Balika Sharma & Associates, Practicing Company Secretary (CP No: 3222 and Peer Review Certificate No. PRC: 5813/2024) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company.

While recommending M/s Balika Sharma & Associates for appointment, the Audit Committee and the Board considered the past audit experiences of the particularly in auditing

large companies, valuated various factors, including the M/s Balika Sharma & Associates capability to handle a diverse and complex business environment, his existing experience in the various business segments, the clientele it serves, and his technical expertise.

M/s Balika Sharma & Associates is peer reviewed (Peer Review No.: 5813/2024) have submitted their eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations.

Pursuant to Regulation 36(5) of the SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s Balika Sharma & Associates are as under:

Profile:

M/s Balika Sharma & Associates (Unique Code Number S2007DE097200 and Peer Review Certificate No 5813/2024), located in New Delhi, is a professionally managed Company Secretary sole proprietorship firm established in year 20.10.1999 with an aim to be a leading firm in promoting good Corporate Governance.

It is established with an objective to provide wide spectrum of quality professional services in the field of Compliance and Secretarial with an aim to facilitate value addition to its clients. We are passionate about our quality of services as we care our Clients profoundly.

M/s Balika Sharma & Associates offers a full spectrum of corporate, secretarial, regulatory, compliance services, and regulatory services relating to various Corporate Laws and SEBI Laws and stock exchange related matters. As specializes in Corporate Consultancy in the areas of Legal Compliances, Board Management, Secretarial Audits, Corporate Governance Audit, Legal Due Diligence, Mergers, Acquisitions, Takeovers, Joint ventures and Collaborations.

M/s Balika Sharma & Associates is peer reviewed (Peer Review No.: 5813/2024) is eligible to be appointed as Secretarial Auditor of the Company and are not disqualified in terms of the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

M/s Balika Sharma & Associates, Practicing Company Secretary is proposed to be appointed for the term of five consecutive years for conducting secretarial audit from FY 2025-26 to FY 2029-30.

The proposed fees payable to M/s Balika Sharma & Associates, is Rs 1.00 lakh per annum. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other outlays. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditors. The remuneration for the subsequent financial years during the tenure of their appointment shall be decided by the Audit

Committee/ Board is proposed to be authorised to revise the secretarial audit fee, from time to time.

Further, the Company will also avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board.

The Board of Directors recommended the ordinary resolution as set out in item 3 of this Notice for your approval.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

FOR ITEM NO 4 TO 8:

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

As per Regulation 2(1)(zc) of the SEBI Listing Regulations as amended, Related Party Transaction means a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Pursuant to the provisions of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

During the financial year 2025-26, the Company and few of its subsidiary(ies), propose to enter into certain related party transaction(s) as given in item no. 4 to 8 of Annexure II of this Notice, on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company and its subsidiaries. All the said transactions shall be in the ordinary course of business and on an arm's length basis.



The Company has in place a requisite process for approval of Material Related Party Transactions and on dealing with related parties. As per the process, necessary details for related party transactions as applicable along with the justifications are provided to the Audit Committee in terms of the Company's Policy on Materiality and dealing with related party transactions and as required under SEBI Listing Regulations.

The Audit Committee has, on the basis of relevant details provided by the management as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Board of Directors recommend the said ordinary resolutions, as set out in item no. 4 to 8 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the this transactions or not), shall not vote to approve the said resolutions.

Ms. Anuradha Prasad Shukla, Mr. Sudhir Shukla and Mr. Ajay Jain and their relatives are deemed to be concerned or interested in these resolutions. None of the other Directors,

Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the proposed resolutions, as set out in Item nos. 4 to 8 of this Notice.

Considering the quantum of transactions and the extended framework for related party transactions under the amended SEBI Listing Regulations, approval of the Members is sought as per the requirement of Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular dated November 11, 2024 are given in Annexure II to this Notice.

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

Ajay Mishra

Company Secretary
ACS: 21096

Place : Noida
Date : May 28, 2025

Registered Office:

352, Aggarwal Plaza, Plot No.8,
Kondli, East Delhi, New Delhi-110096
CIN: L74899DL1993PLC051841
Tel: + 91 1204602424
Email: info@bagnetnetwork.in
www.bagnetnetwork24.in

ANNEXURE-I TO THE NOTICE

Details of Director seeking re-appointment at 32nd Annual General Meeting

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

Ms. Anuradha Prasad Shukla (DIN: 00010716)

Designation	Chairperson and Managing Director
Age	62 Years
Date of Birth	08.12.1962
Nationality	Indian
Date of First Appointment on the Board	January 22, 1993
Qualification	Master Degree in Political Science from Delhi University.
Brief profile (including nature of expertise)	<p>Ms. Anuradha Prasad Shukla is a promoter of the Company. She possesses a Master Degree in Political Science from Delhi University. Ms. Anuradha Prasad 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. She has also worked with Network East, department of BBC Network.</p> <p>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. Since its inception in 1993, under her capable leadership, the Company has grown tremendously.</p> <p>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.</p> <p>In a journey spanning more than three decades; Ms. Anuradha Prasad Shukla has become one of the most influential person in the Indian media industry.</p> <p>She is having sound experience of Corporate management and possesses all the required competencies and is ideally suited for the job.</p>
Details of Remuneration sought to be paid	Not applicable
Remuneration past drawn	Rs. 140.00 Lakhs for the FY 2024-25
Directorships held in other companies (excluding foreign Companies and section 8 companies)	<ol style="list-style-type: none"> 1. B.A.G. Convergence 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	She is Chairperson of ESOP Compensation Committee
Chairmanships/ Memberships of Committees in other Companies	NIL
No. of Board Meeting attended during the financial year 2024-25	5 (Five)
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	23,049,190 equity shares
Name of the listed companies from which the Director has resigned in past three years	NIL

ANNEXURE-II TO THE NOTICE

The details as required under Regulation 23 of the SEBI Listing Regulations read with read with SEBI Master Circular dated November 11, 2024 are given hereunder as annexure to this Notice.

Item No. 4: Particulars of the Material Related Party Transactions between B.A.G. Films and Media Limited and its Subsidiaries

Sr. No.	Particulars	Details
Material Related Party Transactions by the Company		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>1. News24 Broadcast India Limited (News24) News24 is a subsidiary of the Company and hold 51.15% equity shares of News24 as on March 31, 2025.</p> <p>2. E24 Glamour Limited (E24) E24 is a subsidiary of the Company and hold 63.27% equity shares of E24 as on March 31, 2025.</p> <p>3. Skyline Radio Network Limited (SRNL) SRNL is a subsidiary of the Company and hold 71.05% equity shares of SRNL as on March 31, 2025.</p>
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Ms. Anuradha Prasad Shukla serve as a Promoter, Chairperson and Managing Director of the Company. She also plays a pivotal role as a Promoter, Director and Member in its Subsidiary companies, i.e. News24, E24 and SRNL.</p> <p>Mr. Sudhir Shukla is a Promoter and Member of the Company. He also serve as a Director of E24 and SRNL.</p> <p>Mr. Ajay Jain, Chief Financial Officer (KMP) of the Company. He also serve as a Chief Financial Officer of News24.</p>
3.	Type, material terms and particulars of the proposed transactions	<p>a) Availing services primarily related to broadcasting, television programming, sharing of content of news and non-news and other categories, radio programming, distributions, digital media, placements, marketing, stores and line feed, and other services;</p> <p>b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements;</p> <p>c) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements;</p> <p>d) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise;</p> <p>e) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon, if any;</p> <p>f) Receipt/payment of royalty towards usage of Trade Mark/trade name;</p> <p>g) Any transfer of resources, services or obligations to meet its objectives/ requirements.</p> <p>Material terms and conditions are based on the contracts which are based on prevailing market price and commercial terms as on the date of entering in to contract(s).</p>
4.	Tenure of the transactions	During the Financial Year 2025-26
5.	Value of the transactions (not to exceed)	Rs. 50 Crores with each subsidiary

6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally	Approx. 36.98% of annual consolidated turnover of the Company for Financial Year 2024-25
7.	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	<p>The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the company.</p> <p>Subsidiaries of the Company are in the field of media and entertainment industry and covers healthy percentage of the market.</p> <p>The rich experience of subsidiaries enables the Company to bring operational synergies, cost optimization, assurance of service, etc.</p> <p>Subsidiaries of the Company are premised in the land and building owned by the Company. In addition, the Company owns large base of capital assets and other media equipment's, which are shared across subsidiaries to achieve operational efficiencies, cost optimisation and business synergies.</p> <p>Financial assistance would drive growth in subsidiary's business and will enable them to innovate, scale up and pursue growth opportunities in a more focused manner.</p> <p>Keeping in mind the potential quantum of transaction with subsidiaries over the year, it is proposed to seek approval for related party transaction entered/to be entered into with subsidiaries.</p>
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and the SEBI Listing Regulations

Item No. 5: Particulars of the Material Related Party Transactions between B.A.G. Films and Media Limited and its Related Parties

Sr. No.	Particulars	Details
Material Related Party Transactions by the Company		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	1. B.A.G. Convergence Limited (BCL) BCL is an Indian company owned and controlled by one of the Promoter of the Company. 2. Skyline Tele Media Services Limited (STMSL) STMSL is an Indian Company belonging to the promoter group of the Company. 3. B.A.G. Live Entertainment Limited (BLEL) BLEL is an Indian Company belonging to the promoter group of the Company.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Ms. Anuradha Prasad Shukla is a Promoter, Chairperson and Managing Director and Member of the Company. She also serve as Promoter, Member and Director of BCL and SLTMSL. Mr. Sudhir Shukla is a Promoter, Director and Member of the Company. He also serve as a Promoter, Director and Member of BLEL and STMSL.
3.	Type, material terms and particulars of the proposed transactions	a) Availing services primarily related to broadcasting, television programming, distributions, digital media, placements, marketing, stores and line feed, and other services; b) Availing and rendering services primarily related to digital content of news and non-news and other categories, website development, convergence of traditional media to digital media, broadcasting, television programming, placements, marketing, stores and line feed, and other services; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; g) Receipt/payment of royalty towards usage of Trade Mark/trade name; h) Any transfer of resources, services or obligations to meet its objectives/ requirements. Material terms and conditions are based on the contracts which are based on prevailing market price and commercial terms as on the date of entering in to contract(s).
4.	Tenure of the transactions	During the Financial Year 2025-26
5.	Value of the transactions (not to exceed)	Rs. 25 Crores with each related party

6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally	Approx 18.49% of annual consolidated turnover of the Company for Financial Year 2024-25
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	<p>The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the company.</p> <p>The above-related parties of the Company are in the field of media and entertainment industry and covers healthy percentage of the market.</p> <p>The rich experience of these related parties enables the Company to bring operational synergies, cost optimization, assurance of service, etc.</p> <p>The above related parties of the Company are premised in the land and building owned by the Company. Further, the Company owns large base of capital assets and other media equipment's, which are shared across subsidiaries to achieve operational efficiencies, cost optimisation and business synergies.</p> <p>Keeping in mind the potential quantum of transaction with s above related parties over the year, it is proposed to seek approval for related party transaction entered/to be entered into with above related parties</p>
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and the SEBI Listing Regulations

Item No. 6: Particulars of the Material Related Party Transactions between News24 Broadcast India Limited and its Related Parties

Sr. No.	Particulars	Details
Material Related Party Transactions by the News24 Broadcast India Limited		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<ol style="list-style-type: none"> 1. E24 Glamour Limited (E24) E24 and New24 are subsidiaries of the Company. 2. Skyline Radio Network Limited (SRNL) SRNL and News24 are subsidiaries of the Company. 3. B.A.G. Convergence Limited (BCL) BCL is an Indian company owned and controlled by one of the promoter of the News24. 4. Skyline Tele Media Services Limited (STMSL) STMSL is an Indian Company belonging to the promoter group of the Company as well as of News24. 5. B.A.G. Live Entertainment Limited (BLEL) BLEL is an Indian Company belonging to the promoter group of the Company as well as of New24.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Ms. Anuradha Prasad Shukla serve as a Promoter, Chairperson and Managing Director of the Company. She also plays a pivotal role as a Promoter, Director and Member in News24, E24 and SRNL.</p> <p>Mr. Sanjeev Kumar Singh serve as Whole Time Director (KMP) of News24. He also serve as Director of SRNL.</p> <p>Mr. Ajay Jain, Chief Financial Officer (KMP) of the Company. He also serve as a Chief Financial Officer of News24.</p>
3.	Type, material terms and particulars of the proposed transactions	<ol style="list-style-type: none"> a) Availing services primarily related to broadcasting, television programming, teleport, uplinking and downlinking of channel, radio programming, distributions, placements, marketing, stores and line feed, and other services; b) Availing and rendering services primarily related to digital content of news and non-news and other categories, website development, convergence of traditional media to digital media, broadcasting, television programming, placements, marketing, stores and line feed, and other services; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon;; g) Any transfer of resources, services or obligations to meet its objectives/ requirements. <p>Material terms and conditions are based on the contracts which are based on prevailing market price and commercial terms as on the date of entering in to contract(s).</p>
4.	Tenure of the transactions	During the Financial Year 2025-26
5.	Value of the transactions (not to exceed)	Rs. 25 Crores with each related party

6.	The percentage of the News24 annual audited standalone turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction	Approx 23.01% of annual consolidated turnover of the Company for Financial Year 2024-25
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	<p>The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the News24.</p> <p>The above-related parties of the Company are in the field of news and current affairs, digital media and entertainment industry and covers healthy percentage of the market.</p> <p>Keeping in mind the potential quantum of transaction by News24 and its related parties over the year, it is proposed to seek approval for related party transactions entered/to be entered into by News24 with its above mentioned related parties.</p>
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and the SEBI Listing Regulations

Item No. 7: Particulars of the Material Related Party Transactions between E24 Glamour Limited and its Related Parties

Sr. No.	Particulars	Details
Material Related Party Transactions by the E24 Glamour Limited		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<ol style="list-style-type: none"> 1. News24 Broadcast India Limited (News24) News24 and E24 are subsidiaries of the Company. 2. Skyline Radio Network Limited (SRNL) SRNL and E24 are subsidiaries of the Company. 3. B.A.G. Convergence Limited (BCL) BCL is an Indian company owned and controlled by one of the promoter of the E24. 4. Skyline Tele Media Services Limited (STMSL) STMSL is an Indian Company belonging to the promoter group of the Company as well as of E24. 5. B.A.G. Live Entertainment Limited (BLEL) BLEL is an Indian Company belonging to the promoter group of the Company as well as of E24.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Ms. Anuradha Prasad Shukla serve as a Promoter, Chairperson and Managing Director of the Company. She also plays a pivotal role as a Promoter, Director and Member in News24, E24, BCL and SRNL.</p> <p>Mr. Ashwani Kumar is Whole Time Director (KMP) of News24. He also serve as Director of SRNL.</p> <p>Mr. Sudhir Shukla is a Promoter and Member of the Company. He is also Director of E24 and Promoter and Director of BLEL, Member and Director of STMSL and Director of SRNL.</p> <p>Mr. Ajay Jain, Chief Financial Officer (KMP) of the Company. He also serve as a Chief Financial Officer of News24.</p>
3.	Type, material terms and particulars of the proposed transactions	<ol style="list-style-type: none"> a) Availing services primarily related to broadcasting, television programming, radio programming, teleport, uplinking and downlinking of channel, distributions, placements, marketing, stores and line feed, and other services; b) Availing and rendering services primarily related to digital content of news and non-news and other categories, website development, convergence of traditional media to digital media, broadcasting, television programming, placements, marketing, stores and line feed, and other services; c) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; d) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; e) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; f) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; g) Any transfer of resources, services or obligations to meet its objectives/ requirements. <p>Material terms and conditions are based on the contracts which are based on prevailing market price and commercial terms as on the date of entering in to contract(s).</p>
4.	Tenure of the transactions	During the Financial Year 2025-26

5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Rs. 25 Crores with News24 and SRNL Rs. 10 Crores with BCL, STMSL and BLEL
6.	The percentage of the E24 annual audited standalone turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction	News24 and SRNL: Approx 146.76% of annual standalone turnover of the Company for Financial Year 2024-25 BCL, STMSL and BLEL: Approx 58.71% of annual standalone turnover of the Company for Financial Year 2024-25
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the E24. The above-related parties of the Company are in the field of news and current affairs, digital media and entertainment industry and covers healthy percentage of the market. Keeping in mind the potential quantum of transaction with subsidiary E24 and its related parties over the year, it is proposed to seek approval for related party transactions entered/to be entered into by E24 with its above mentioned related parties.
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and the SEBI Listing Regulations

Item No. 8: Particulars of the Material Related Party Transactions between Skyline Radio Network Limited and its Related Parties

Sr. No.	Particulars	Details
Material Related Party Transactions by the Skyline Radio Network Limited (SRNL)		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<ol style="list-style-type: none"> 1. News24 Broadcast India Limited (News24) News24 and SRNL are subsidiaries of the Company. 2. E24 Glamour Limited (E24) E24 and SRNL subsidiaries of the Company. 3. B.A.G. Convergence Limited (BCL) BCL is an Indian company owned and controlled by one of the promoter of the SRNL. 4. Skyline Tele Media Services Limited (STMSL) STMSL is an Indian Company belonging to the promoter group of the Company as well as of SRNL. 5. B.A.G. Live Entertainment Limited (BLEL) BLEL is an Indian Company belonging to the promoter group of the Company as well as of SRNL.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	<p>Ms. Anuradha Prasad Shukla serve as a Promoter, Chairperson and Managing Director of the Company. She also plays a pivotal role as a Promoter, Director and Member in SRNL, News24, E24, BCL and STMSL .</p> <p>Mr. Sudhir Shukla is a Promoter and Member of the Company. He is also Director of E24 and Promoter and Director of BLEL, Member and Director of STMSL and Director of SRNL.</p> <p>Mr. Sanjeev Kumar Singh is Non-executive Director of SRNL. He also serve as Whole Time Director (KMP) of News24.</p> <p>Mr. Ashwani Kumar is Non-executive Director of SRNL. He also serve as Whole Time Director (KMP) of E24.</p> <p>Mr. Ajay Jain, Chief Financial Officer (KMP) of the Company. He also serve as a Chief Financial Officer of News24.</p>
3.	Type, material terms and particulars of the proposed transactions	<ol style="list-style-type: none"> a) Availing services primarily related to broadcasting, radio programming, marketing, stores and line feed, digital media, pre-outbound, and other services; b) Sharing or usage of each other's resources like employees, infrastructure including IT assets, cloud, IOT and digital engineering, digital transformation, analytics, cyber security, manpower, management services, owned / third party services and reimbursements; c) Purchase / sale / transfer / exchange / lease of business assets including property, plant and equipment, Intangible assets, transfer of technology to meet the business objectives and requirements; d) Purchase/ sale/transfer of any security(ies) - equity, debt or otherwise; e) Providing fund based and non-fund based support including equity/debt /Inter-corporate deposits (ICD)/convertible instruments/ Guarantee, etc. and interest thereon; f) Any transfer of resources, services or obligations to meet its objectives/ requirements. <p>Material terms and conditions are based on the contracts which are based on prevailing market price and commercial terms as on the date of entering in to contract(s).</p>

4.	Tenure of the transactions	During the Financial Year 2025-26
5.	Value of the transactions (not to exceed)	Rs. 25 Crores with News24 and E24 Rs. 10 Crores with BCL, STMSL and BLEL
6.	The percentage of the E24 annual audited standalone turnover, for the immediately preceding financial year 2024-25, that is represented by the value of the proposed transaction	News24 and E24: Approx 214.35 % of annual standalone turnover of the Company for Financial Year 2024-25 BCL, STMSL and BLEL: Approx 85.74% of annual standalone turnover of the Company for Financial Year 2024-25
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	The Board considers that the proposed related party transactions are necessary for the growth and continuity of business operations of the SRNL. The above-related parties of the Company are in the field of news and current affairs, digital media and entertainment industry and covers healthy percentage of the market. Keeping in mind the potential quantum of transaction with subsidiary SRNL and its related parties over the year, it is proposed to seek approval for related party transactions entered/to be entered into by SRNL with its above mentioned related parties.
9.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10.	Any other information that may be relevant	All relevant / important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 and the SEBI Listing Regulations