



18TH ANNUAL REPORT

2024-25

B.A.G. CONVERGENCE LIMITED

BOARD'S REPORT

To,
The Members of,
B.A.G. Convergence Limited

The Board of Directors ("**the Board**") is delighted to present the 18th Board's Report on business and operations of B.A.G. Convergence Limited (formerly known as B.A.G. Convergence Private Limited ("**the Company**") along with the Audited Financial Statements for the financial year ended March 31, 2025.

1. FINANCIAL PERFORMANCE

The Financial Performance of the Company for the financial year ended March 31, 2025, is summarized as below:

Particulars	(Rs. in Lakhs)	
	Amount	
	2024-25	2023-24
Total Income	3585.14	3032.82
Total Expenditure other than Financial Costs and Depreciation	2185.68	1944.87
Profit before Depreciation & Financial Charges (EBIDTA)	1399.46	1087.95
Financial Charges	49.97	0.28
Depreciation and Amortization Expense	85.44	3.92
Profit before Tax	1264.05	1083.75
Provision for Tax	323.39	278.52
Profit after Tax	940.66	805.23
Proposed Dividend	Nil	Nil

Notes:

- I. There are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.
- II. Previous year figures have been regrouped / re-arranged wherever necessary.
- III. There has been no change in the nature of business of the Company between the end of the financial year and the date of this report.

2. COMPANY PERFORMANCE/ STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the year under review, the revenue from operations of the Company was Rs. 3,563.35 Lakhs against Rs. 2,991.71 Lakhs during the previous financial year. There was EBIDTA of Rs. 1399.49 Lakhs as against Rs. 1087.95 Lakhs in previous year.

Your company is in the business of content creation on digital platforms in News, Entertainment, Sports, Religious and other segments. The platforms include websites, social media platform viz YouTube, Facebook, Insta, X etc, Connected TV (CTV) at Samsung plus, LG, Xioami, Waves -Prasar Bharti.

Our in house expertise along with strong partnerships in the content creation, conversion and distribution system enabled us to remain competitive among premier digital platforms.

The company is majorly focuses on reaching the maximum part of 806 million internet users which is 55% of the country populations having 1.12 billion smart phones by serving them quality content relating to news, entertainment, sports, religious and other genre. Our company's aim is to cater all the regions of the country with content in all languages. This will help in increasing the traffic across the country and internationally as well. We are also expanding our footprints in the connected TV (CTV) space beyond Samsung plus, LG, waves, Xioami

Your company very well compete from today's world as its seeing the huge growth in smart phones & having fast internet connectivity. All News/entertainment/religious/sports etc. content will be consumed through

websites, social media platforms and CTV in near future. There is already a big shift happening from contemporary broadcasting through television to digital.

3. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year 2024-25, which form a part of this Annual Report, have been prepared in accordance with the provisions of the Companies Act, 2013 (**'the Act'**), and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the SEBI Listing Regulations'**) and the Indian Accounting Standards (Ind-AS).

4. SHARE CAPITAL

During the Financial year 2024-2025, there was increase in the authorized and paid-up share capital of the Company. As on March 31, 2025, the authorized share capital was Rs. 24,00,00,000 divided into 2,40,00,000 equity shares of Rs. 10/- each and the paid up Equity Share Capital was Rs. 15,61,88,000/- divided into 1,56,18,800 equity shares of Rs. 10/- each.

During the Financial Year 2024-2025, the authorized and paid-up share capital of the Company was increased as per below list:

I. Increase in Authorised Share Capital

Sr. No.	Date of Change	Particulars	Existing Number of shares	Additional Number of Shares	Revised Authorised Share Capital	Total Amount of Authorised Share Capital
1	30.04.2024	Increase in Authorised Shares Capital by approval on Members in Extraordinary General Meeting of the Company	5,00,000	1,45,00,000	1,50,00,000	15,00,00,000
2	05.07.2024	Increase in Authorised Shares Capital by approval on Members in 17 th Annual General Meeting of the Company	1,50,00,000	90,00,000	2,40,00,000	24,00,00,000

II. Increase in Paid-up Share Capital

Sr. No.	Date of Change	Particulars	Existing Paid-up share Capital	Additional Number of Shares Allotted	Revised Paid up Share Capital	Total Amount of Paid-up Share Capital
1	05.07.2024	Increase in Paid-up Shares Capital by allotment of 69,99,300 Bonus Shares	10,100	69,99,300	70,09,400	7,00,94,000
2	31.07.2024	Increase in Paid-up Shares Capital by allotment of 8,00,000 Equity Shares on Preferential basis	70,09,400	8,00,000	78,09,400	7,80,94,000
3.	16.08.2024	Increase in Paid-up Shares Capital by allotment of 78,09,400 Bonus Shares	78,09,400	78,09,400	1,56,18,800	15,61,88,000

Further, during the year under review, the Company has not issued any:

- shares with differential voting rights
- sweat equity shares.

5. DIVIDEND

The Board of your Company decided to retain capital for the growth initiative through expending in the existing business acquisition and production of content investing in capital expenditure and other branding exercise. This is the reason the board has decided not to recommend any dividend for FY 2024-25.

6. GENERAL RESERVE

The Company has not transferred any amount to General Reserve for the financial year ended March 31, 2025.

7. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of Section 73 of the Act read with the Companies (Acceptance of Deposit) Rules, 2014, during the year under review. Hence, the requirement of providing details relating to deposits as also of deposits which are not in compliance with Chapter V of the Act, is not applicable.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, the Company has no unclaimed and/or unpaid dividend amount, which remain unclaimed or unpaid for a period of seven years or more.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

(i) Composition of Board of Directors:

As on March 31, 2025, the Board of the Company comprised of six Directors out of whom two executive directors, one non-executive non-independent director and three are independent directors including one-woman independent director.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Act, as 50% of the Board comprises of Independent Directors. The total Board strength comprises of:

Executive Director	Non-Executive Director	Independent Director	Total Strength
2	1	3	6

Ms. Anuradha Prasad Shukla, Chairperson and Managing Director and Ms. Priya Singh, independent director, are women directors in the Board of the Company.

The strength of the Board is accentuated by diversity in terms of the thought, collective skill sets, gender and experience of the Directors. The present strength of the Board reflects a judicious mix of professionalism, competence and sound knowledge, which enables the Board to provide effective leadership and oversight to the Company. The Chairperson is the Managing Director and one of the Promoter of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees and reimbursement of expenses incurred by them for attending meetings of the Board / Committee of the Company. None of the Directors has any inter-se relation among themselves or any employees of the Company.

None of the Directors on the Board hold directorships in more than ten public Companies and None of the directors on the Board is a member of more than ten committees or act as chairperson of more than five Committees across all the listed companies in which he/she is a director.

In the opinion of the Board, all the directors, as well as the directors appointed / re-appointed during the year under review, possess the requisite qualifications, experience and expertise and hold high standards of integrity. Criteria for determining qualification, positive attributes and independence of a director is given under the NRC Policy.

In terms of the requirement of the Act and SEBI Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company's businesses for effective functioning.

(ii) Key Managerial Personnel:

As on March 31, 2025, the Key Managerial Personnel (KMP) of the Company as per Section 2(51) read with section 203 of the Act were as follows:

Name	Designation
Ms. Anuradha Prasad Shukla	Chairperson and Managing Director
Mr. Subodh Kumar	Chief Financial Officer
Ms. Kriti Jain	Company Secretary and Compliance Officer

During the Financial year 2024-2025:

1. The Board of Directors of the Company was appointed Mr. Subodh Kumar, as Chief Financial Officer and Ms. Kriti Jain, as Company Secretary and Compliance officer, with effect from July 1, 2024 respectively.
2. Mr. Anurag Kumar Srivastava was appointed as Chief Financial Officer, effective from May 30, 2024. He resigned from his post due to some personal reasons with immediate effect from June 30, 2024.

(iii) Appointment/ Re-appointment of Directors

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), wherever applicable, the Board approved the appointment/re-appointment of the following Directors, during FY 2024-25 and such appointment/ re-appointment were also approved by the Members:

1. Ms. Anuradha Prasad Shukla (DIN:00010716) was appointed as an Additional Director under the category of Non-Executive Director of the Company by the Board. She was appointed as Non-Executive Director of the Company, by the Members in its Extraordinary General Meeting held on April 30, 2024.

Further, the Board appointed of Ms. Anuradha Prasad Shukla as Chairperson and Managing Director of the Company for a period of five years commencing from June 10 2024 up to June 09, 2029 (Both days inclusive) in its meeting held on June 10, 2024 and the same was approved by the Members at the 17th Annual General Meeting (AGM) held on July 5, 2024.

2. Mr. Vijender Negi (DIN: 01452412) was appointed as an Additional Director under the category of Non-Executive Director of the Company by the Board in its meeting held on May 30, 2024 with immediate effect.

Further, the Board appointed him as an Executive Director of the Company in its meeting held on June 10, 2024 and the same was approved by the Members at the 17th Annual General Meeting (AGM) held on July 5, 2024.

3. Mr. Arshit Anand (DIN: 08730055) appointed as an Additional Director under the category of Non-Executive, Independent Director of the Company for a period of five years commencing from September 13 2024 up to September 12, 2029 (both days inclusive) by the Board. Further, He was appointed as a Non- Executive Independent Director of the Company at its Extraordinary General Meeting held on September 23, 2024.

The Board affirmed that Mr. Arshit Anand meet the criteria of independence as provided in Section 149(6) of the Act, including rules framed thereunder, as well as applicable provisions of the SEBI Listing Regulations.

4. Mr. Chandan Kumar Jain (DIN: 09605901) appointed as an Additional Director under the category of Non-Executive, Independent Director of the Company for a period of five years commencing from September 13 2024 up to September 12, 2029 (both days inclusive) by the Board. Further, He was appointed as a Non- Executive Independent Director of the Company at its Extraordinary General Meeting held on September 23, 2024.

The Board affirmed that Mr. Chandan Kumar Jain meet the criteria of independence as provided in Section 149(6) of the Act, including rules framed thereunder, as well as applicable provisions of the SEBI Listing Regulations.

5. Ms. Urmila Gupta (DIN: 00637110) appointed as an Additional Director under the category of Non-Executive, Independent Director of the Company for a period of five years commencing from September 13 2024 up to September 12, 2029 (both days inclusive) by the Board.
6. Ms. Priya Singh (DIN: 08727539) was appointed as an Additional Director under the category of Non-Executive, Independent Director of the Company for a period of five years commencing from September 16 2024 up to September 15, 2029 (both days inclusive) by the Board. Further, She was appointed as a Non- Executive Independent Director of the Company at its Extraordinary General Meeting held on September 23, 2024.

The Board affirmed that Ms. Priya Singh meet the criteria of independence as provided in Section 149(6) of the Act, including rules framed thereunder, as well as applicable provisions of the SEBI Listing Regulations.

In line with the provisions of section 152 of the Act and the Articles of Association of the Company, Mr. Shashi Shekhar Mishra (DIN: 07034474), liable to retire by rotation at the ensuing 18th AGM of the Company and being eligible, has offered him-self for re-appointment.

The brief details of Directors proposed to be appointed / re-appointed as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 was provided in the Notice of the ensuing 18th AGM of the Company.

(iv) Resignation of Directors

During the year under review:

1. Mr. Uday Shankar Singh (DIN: 03592665) tendered his resignation from the position of Non-Executive Director effective from June 18, 2024.
2. Ms. Urmila Gupta (DIN: 00637110) tendered her resignation from the position of Non-Executive Independent Director effective from September 19, 2024.

(v) Declaration from Independent Directors

The Company has received declarations from all the Independent Directors under Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations confirming that they meet the criteria of independence as prescribed thereunder.

The Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Act and SEBI the Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The Directors have further confirmed that they were not debarred from holding the office of the director under any SEBI order or any other such authority.

In a separate meeting of independent directors, performance of non-independent directors, performance of the Board as a whole and performance of the chairperson was evaluated, taking into account the views of executive director and non-executive directors. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated. Details of Familiarization Programme for the Independent Directors are provided on the company website.

(vi) Certificate from a Company Secretary in Practice regarding disqualification etc. of Directors

A certificate received from a Company Secretary in practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is annexed herewith as **Annexure-I** as a part of the Report.

10. MEETINGS OF THE BOARD

During the Financial Year under review, 18 (Eighteen) meetings of the Board of Directors were duly convened on 02.04.2024, 03.05.2024, 30.05.2024, 10.06.2024, 01.07.2024, 05.07.2024, 06.07.2024, 31.07.2024, 12.08.2024, 16.08.2024, 23.08.2024, 07.09.2024, 13.09.2024, 16.09.2024, 17.09.2024, 04.12.2024, 09.12.2024 and 28.03.2025. The intervening gap between the Meetings was within the time limit prescribed under the Companies Act, 2013 read with the rules made thereunder.

The Board meets at regular intervals to discuss and decide on Company policy and strategy apart from other regular business. The Board/Committee meetings are pre scheduled and a tentative calendar of Board and Committee meeting is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meeting. The meetings of the Board are generally held at the Corporate Office of the Company at FC-23, Film City, Sector-16A, Noida -201301, Uttar Pradesh.

11. COMMITTEES OF THE BOARD

In compliance with the requirement of the Act, and the SEBI Listing Regulations, the Company has constituted the following statutory committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

Meetings of each Committee are convened by the respective Committee Chairman. Minutes of the Committee meetings are approved by the respective Committee and thereafter placed before the Board.

11.1 AUDIT COMMITTEE

During the year under review, the Company has constituted an Audit Committee of Directors in accordance with the requirements of Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 18 and Part C of Schedule II of the SEBI Listing Regulations 2015 (the SEBI LODR Regulations).

(a) Composition and Meeting of the Committee: -

The Committee has been established by resolution of the Board of Directors in their meeting held on September 13, 2024 and the same is structured as follows:

S. No.	Name of Member	Classifications	Designation
1	Mr. Chandan Kumar Jain	Non-Executive Independent Director	Chairman
2	Mr. Arshit Anand	Non-Executive Independent Director	Member
3	Ms. Priya Singh	Non-Executive Independent Director	Member
4	Mr. Shashi Shekhar Mishra	Non-Executive Director	Member

All the members possess financial, management and accounting knowledge/ expertise and have held or hold senior positions in several reputed organizations. The intervening gap between the meetings was within the time limit prescribed under the Companies Act, 2013 read with the rules made thereunder.

During financial year 2024-25, four Audit Committee meetings were held on September 17, 2024, December 04, 2024, December 09, 2024 and March 28, 2025 respectively.

(b) Role/Functions/Scope/Terms of Reference of Audit Committee

The Terms of Reference or role or functions of the Audit Committee as specified by the Board of Directors of the Company under section 177 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 18 and Part C of Schedule II of the SEBI Listing Regulations, 2015 (SEBI LODR Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) shall include the following:

- (i) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- (ii) Recommending to the Board for the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- (iii) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- (iv) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- (v) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
- (vi) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
- (vii) Changes, if any, in accounting policies and practices and reasons for the same;
- (viii) Major accounting entries involving estimates based on the exercise of judgment by management;
- (ix) Significant adjustments made in the financial statements arising out of audit findings;
- (x) Compliance with listing and other legal requirements relating to financial statements;
- (xi) Disclosure of any related party transactions; and
- (xii) Qualifications and modified opinions in the draft audit report.
- (xiii) Reviewing, with the management, the quarterly, half-yearly and annual financial statements, as the case may be, before submission to the Board for approval;
- (xiv) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, as the case may be, and making appropriate recommendations to the Board to take up steps in this matter;
- (xv) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (xvi) Scrutiny of inter-corporate loans and investments;
- (xvii) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (xviii) Evaluation of internal financial controls and risk management systems;
- (xix) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- (xx) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- (xxi) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xxii) Discussing with internal auditors on any significant findings and follow up thereon;
- (xxiii) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xxiv) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (xxv) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

- (xxvi) Reviewing the functioning of the whistle blower mechanism;
- (xxvii) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- (xxviii) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (xxix) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxx) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
- (xxxi) Carrying out any other functions as is mentioned in the terms of reference of the audit Committee or containing into SEBI (LODR) Regulations 2015.
- (xxxii) Further, the Audit Committee shall mandatorily review the following information:
 - (xxxiii) management discussion and analysis of financial condition and results of operations;
 - (xxxiv) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (xxxv) internal audit reports relating to internal control weaknesses;
 - (xxxvi) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
 - (xxxvii) statement of deviations:
 - (xxxviii) quarterly/half yearly statement of deviation(s), as the case may be including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - (xxxix) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

Further, the Audit Committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 3) internal audit reports relating to internal control weaknesses;
- 4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 5) statement of deviations:
 - a. quarterly/half yearly statement of deviation(s), as the case may be including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

11.2. NOMINATION AND REMUNERATION COMMITTEE

The Company has a Nomination and Remuneration Committee (NRC) as required under the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 and Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read along with applicable rules thereto

(a) Composition and Meeting of the Committee: -

During the Financial Year 2024-2025, the Committee has been established by resolution of the Board of Directors in their meeting held on September 16, 2024 and the same is structured as follows:

S. No.	Name of Member	Classifications	Designation
1	Mr. Arshit Anand	Non-Executive Independent Director	Chairman
2	Ms. Priya Singh	Non-Executive Independent Director	Member
3	Mr. Shashi Shekhar Mishra	Non-Executive Director	Member

During financial year 2024-25, two Nomination and Remuneration Committee Meeting were held on September 17, 2024 and March 28, 2025 respectively.

(b) Role/Scope/Objective/Terms of Reference of Nomination and Remuneration Committee

The Terms of Reference or role or functions of the Nomination and Remuneration Committee as specified by the Board of Directors of the Company under section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 19 and Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) shall include the following:

- (i) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (ii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - (iii) use the services of external agencies, if required;
 - (iv) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (v) consider the time commitments of the candidates.
- (vi) formulation of criteria for evaluation of the performance of independent directors and the Board;
- (vii) devising a policy on diversity of our Board;
- (viii) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- (ix) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (x) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- (xi) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- (xii) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- (xiii) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- (xiv) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- (xv) analyzing, monitoring and reviewing various human resource and compensation matters;
- (xvi) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (xvii) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - (xviii) The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - (xix) The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- (xx) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

(c) Remuneration Policy and Details of Remuneration Paid to the Directors

The remuneration of the Board Members is based on the Company's size, its economic & financial position, industrial trends, compensation paid by the peer companies, etc. Compensation reflects each Board member's responsibility and performance.

The remuneration to the Executive director comprises of fixed Component viz salary, perquisites and allowances and variable component based on the recommendation of the NRC, approval of the Board and the shareholders.

Apart from receiving sitting fees, independent directors do not have any other material pecuniary relationship or transactions with the Company, its promoters, and its management, which in the judgment of the Board may affect independence of judgment of directors.

None of the Independent Directors or their relatives has any material pecuniary relationship with the Company, its holding, subsidiary Company or their promoters or directors during the two immediately preceding financial years or during the current financial year.

Company does not pay any remuneration to the non-executive directors except sitting fee. During the year the Company duly paid sitting fees to Non-Executive Directors for attending meeting. The Company has not granted any stock option to any of its Non-Executive Directors.

Details of the sitting fees paid to Non-Executive Directors for attending the Board / Committee Meetings held during the year and paid are as under:

Name of Director	Sitting Fees (in Rs.)
Mr. Shashi Shekhar Mishra	60,000
Mr. Chandan Kumar Jain*	40,000
Mr. Arshit Anand*	45,000
Ms. Priya Singh**	50,000

* Appointed as an Independent Directors with effect from 13.09.2024

** Appointed as an Independent Director with effect from 16.09.2024

Details of the remuneration paid to Executive Directors during the year are as under:

Name of Director	Designation	Remuneration (in Rs.)
Ms. Anuradha Prasad Shukla	Chairperson and Managing	19,40,000
Mr. Vijender Negi	Director	16,92,861

11.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee (SRC) of Board of Directors of the Company, established in accordance with the provisions of section 178 of the Companies Act, 2013 and Regulation 20 and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations)

(a) Composition and Meeting of the Committee: -

The SRC has been established by resolution of the Board of Directors in their meeting held on September 13, 2024 and the same is structured as follows:

S. No.	Name of Member	Classifications	Designation
1	Mr. Shashi Shekhar Mishra	Non-Executive Director	Chairman
2	Mr. Arshit Anand	Non-Executive Independent Director	Member
3	Mr. Vijender Negi	Executive Director	Member

The Board has designated Ms. Kriti Jain, Company Secretary as the Compliance Officer.

During financial year 2024-25, two SRC Meeting were held on September 17, 2024 and December 09, 2024 respectively.

Stakeholders' Relationship Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

Ms. Kriti Jain, Company Secretary is designated as the Compliance Officer who oversees the redressal of the investors' grievances and generally processes the grievance within the prescribed period from the date of receipt.

(b) Name, designation and address of Compliance Officer:

Ms. Kriti Jain, Company Secretary, is the Compliance Officer of the Company with effect from July 1, 2024 in terms of Regulation 6 of the SEBI Listing Regulations. Details of Company Secretary are hereunder:

Ms. Kriti Jain,
Company Secretary & Compliance Officer
Corporate Office: FC-23, Sector-16A,
Film City, Noida-201301
Tel: 91 120 6354200

The shareholders may directly e-mail to the company at info@bagconvergence.in for early redressal of their queries.

(c) Role/Scope/Objective/Terms of Reference of Stakeholders Relationship Committee

The Terms of Reference or role or scope or functions of the Stakeholders Relationship Committee as specified by the Board of Directors of the Company under section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 20 and Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) shall include the following:

- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- 2) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
- 7) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 8) Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and
- 9) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
- 10) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

11.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (hereinafter referred to as the "CSR") Committee of the Board of Directors of the Company has been established in accordance with the Companies Act, 2013 read with

Schedule VII of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules") to assist the Board of Director in carrying CSR initiatives and activities taken up by the Company at various work-centers and locations of the Company for the different segment of the society, specifically the deprived, underprivileged and differently able persons which extends demonstrating care for the community through its focus on education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation (either new or ongoing) in a manner compliant with the Act and the Rules made thereunder.

(a) Composition and Meeting of the Committee: -

The Board of Directors of the Company at its meeting held on August 31, 2023 constituted a CSR Committee of the Board and reconstituted the committee at May 30, 2024. After conversion of Company from Private Limited to Public Limited, the Board of Directors in their meeting held on September 13, 2024 further reconstituted the Committee and the same is structured as follows:

S. No.	Name of Member	Classifications	Designation
1	Mr. Shashi Shekhar Mishra	Non-Executive Director	Chairman
2	Mr. Vijender Negi	Executive Director	Member
3	Mr. Arshit Anand	Non-Executive Independent Director	Member

During financial year 2024-25, three CSR Meeting were held on May 30, 2024, September 13, 2024 and December 04, 2024 respectively.

(b) Power and Duties of the Committee

- i. Formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as, specified in Schedule VII of Companies Act, 2013.
- ii. Formulate and recommend to the Board, an Annual Action Plan in pursuance of its CSR Policy, which shall include the following , namely:
 - a. The list of CSR projects or programmes that are approved to be undertaken in areas or subject specified in Schedule VII of the Companies Act, 2013;
 - b. The manner of execution of such projects or programmes as specified in sub-rule 9(1) of rule 4;
 - c. The modalities of utilization of funds and implementation schedules for the projects or programmes;
 - d. Monitoring and reporting mechanism for the projects or programmes; and
 - e. Details of need and impact assessment, if any, for the projects undertaken by the Company.
- iii. Recommend the amount of expenditure to be incurred on the activities referred to in clause (ii) and ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- iv. Monitoring and ensuring that the implementation of the projects/programs/activities proposed to be undertaken by the Company.
- v. Discharge such other role/functions as may be specifically referred to the Committee by the Board of Directors in relation to Corporate Social Responsibility Policy of the Company from time to time.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to requirements of Section 134(3)(c) and 134(5) of the Act with respect to Directors' Responsibility Statement, the Directors confirm that: -

- a) In the preparation of the annual financial statements for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation related to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of

the Company as at March 31, 2025 and of the profit of the Company for that year ended on that date;

- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts of the Company on a 'going concern' basis;
- e) They have laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. CHANGE OF STATUS OF THE COMPANY

During the year, there has been a change in the status of the Company from Private Limited to Public Limited pursuant to the resolution passed at the Extra-Ordinary General Meeting dated August 29, 2024. The Company became limited by obtaining fresh certificate of incorporation from Registrar of Companies dated September 12, 2024.

14. CHANGE IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

During the year, the Company has change its Share Capital Clause V of the Memorandum of Association pursuant to the resolution passed at the Extra-Ordinary General Meeting dated April 30, 2024 and at its 17th AGM dated July 05, 2024 respectively.

Further, there has been a change in the Articles of Association of the Company by insertion of new clause pursuant to the resolution passed at the Extra-Ordinary General Meeting dated May 28, 2024. The Company became limited by obtaining fresh certificate of incorporation from Registrar of Companies, Ministry of Corporate Affairs, Government of India dated September 12, 2024.

15. ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

During the year, the Company has adopted new set of Memorandum and Articles of Association under the provisions of Companies Act, 2013 pursuant to the resolution passed at the Extra-Ordinary General Meeting dated August 29, 2024.

16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, the Company has not formed or divested any joint venture or subsidiary and/or associate company.

17. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Return of the Company for the financial year ended March 31, 2025, is hosted on the website of the Company and can be accessed at <https://bagconvergence.in/financial/>

18. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Energy Conservation Measures Taken by the Company

The provisions of Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014, relating to Conservation of Energy do not apply to the Company. However, significant measures are taken to reduce energy consumption by using energy-efficient computers and by purchasing energy efficient equipment. We purchase computers, laptops, air conditioners etc. that meet environmental standards, wherever possible and regularly upgrade old equipment with energy-efficient equipment.

Technology Absorption

The provisions of Section 134(3)(m) of the Act, relating to Technology Absorption do not apply to the Company. The Company's research and development initiative mainly consists of ideation of new subjects for our content production business, which are used in the creation of new storyline and tracks. The expenses incurred on such initiatives are not practically quantifiable.

The Company is an integrated player in the media & entertainment industry and our business is such that there is limited scope for new technology absorption, adaptation and innovation. However, the Company uses the latest technology, wherever possible to deliver superior production value, as a regular process.

19. FOREIGN EXCHANGE EARNING AND OUTGO

During the financial year 2024-25, your Company's foreign exchange earnings was Rs. 7,79,64,929/- and foreign exchange outgoings were Rs. 58,63,790/.

20. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, the Company has filed Draft Red Herring Prospectus ("DRHP") for Initial Public Offer under SME platform of National Stock Exchange of India Limited (NSE). The Company has received In-principal approval in May 2025 from NSE for such Initial Public Offer.

During the year under review, no orders have been passed by any Regulator, Court, or Tribunal, which can have a significant impact on the going concern, status and the Company's operations in future.

21. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company has in place adequate controls, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

Based on the framework of internal financial controls and systems of compliance which are established and maintained by the Company, audits conducted by the Internal, Statutory and Secretarial Auditors including audit of internal financial controls over financial reporting by the Statutory Auditors and reviews by the Management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2024-25.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided, along with the purpose, as required under section 134(3)(g) of the Act, for the Financial Year 2024-25 are given in the Financial Statements forming part of this Annual Report.

23. DISCLOSURE RELATED TO POLICIES

A. Nomination and Remuneration Policy

The Company has adopted a Nomination and Remuneration Policy to identify persons who are qualified to become Directors on the Board of the Company and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend their appointment and removal and also for the appointment of Key Managerial Personnel (KMP) of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

The Nomination and Remuneration Policy of Directors, Key Managerial Personnel and other Employees (NRC Policy) of the Company is a comprehensive policy which is in consonance with the industry practices. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

While recommending a candidate for appointment, the Nomination & Remuneration Committee shall assess the appointee against a range of criteria including qualifications, age, experience, positive

attributes, independence, relationship, gender diversity, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position. All candidates shall be assessed on the basis of merit, skills and competencies without any discrimination on the basis of religion, caste, creed or gender.

In terms thereof, the size and composition of the Board should have:

- an optimum mix of qualifications, skills, gender and experience as identified by the Board from time to time;
- an optimum mix of Executive, Non-Executive and Independent Directors;
- minimum six number of Directors or such minimum number as may be required by the SEBI Listing Regulations and / or by the Act or as per Articles;
- maximum number of Directors as may be permitted by the SEBI Listing Regulations and / or by the Act or as per Articles; and
- at least one Independent Woman Director.

The Company regards its employees as the most valuable and strategic resource and seeks to ensure a high performance work culture through a fair compensation structure, which is linked to Company and individual performance. The compensation is therefore based on the nature of job, as well as skill and knowledge required to perform the given job in order to achieve the Company's overall objectives.

The said remuneration policy is available on our company's website at the web link https://bagconvergence.in/wp-content/uploads/2024/12/BCL_Nomination-and-Remuneration-Policy.pdf

B. Corporate Social Responsibility Policy

Your Company has been actively contributing to the overall growth of the society through various CSR initiatives undertaken either by it in the field of education to underprivileged children. It has now expanded its wings to support education of underprivileged children by providing them financial aid, support and facilitates all activities in connection thereto.

Further, the Board of Directors of your Company has also adopted the CSR Policy of the Company as approved by the Corporate Social Responsibility Committee.

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are annexed herewith as **Annexure II** to this Report in the prescribed format.

C. Risk Management Policy

The Company has duly approved a Risk Management Policy aimed to ensure resilience for sustainable growth and sound corporate governance by having a process of risk identification and management in compliance with the provisions of the Act and the SEBI Listing Regulations.

The Policy lays down broad guidelines for timely identification, assessment and prioritisation of risks affecting the Company in the short and foreseeable future. The Policy suggests framing an appropriate response action for the key risks identified, so as to make sure that risks are adequately addressed or mitigated. The audit committee has additional oversight in the area of financial risks and controls. At present, in the opinion of the Board of Directors, there are no risks which may threaten the existence of the Company.

Pursuant to the requirement of Regulation 21 of the SEBI Listing Regulations and applicable provision of the Act, the Company has constituted a committee of Directors called the Risk Management Committee to oversee the Enterprise Risk Management framework. The Risk Management Committee periodically reviews the framework including cyber security, high risks items, mitigation plans and opportunities which are emerging or where the impact is substantially changing.

D. Whistle Blower Policy and Vigil Mechanism

The Company has a vigil mechanism through Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees of the Company in conformation with section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations.

The Policy has been framed with a view to provide a mechanism, inter alia, enabling stakeholders including Directors, individual employees of the Company and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to report genuine concerns or grievances as also to report to the management their concerns about unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The details of the Whistle Blower Policy are posted on the website of the Company at <https://bagconvergence.in/>

E. Performance Evaluation Policy

Policy for Annual Performance Evaluation of Directors, Committees and Board Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Company has framed a Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non – Executive Directors and the Executive Directors on the basis of the criteria specified in this Policy, evaluation of the performance of Individual Directors, Independent Directors, its own performance and that of the working of its Committees during the financial year 2024-25 was carried out by the Board.

24. AUDITORS AND AUDITORS' REPORT

(i) Statutory Auditors

As recommended by the Audit Committee and the Board of Directors of the Company and in accordance with Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s Joy Mukherjee & Associates, Chartered Accountants (ICAI Registration No. 006792C) as Statutory Auditor of the Company has been appointed by the Members of the Company at the 15th Annual General Meeting held on September 26, 2022 for a period of five years from the conclusion of 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company.

The Statutory Auditors have confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of your Company and confirmed that the appointment is within the limits specified under Section 141(3)(g) of the Act and is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act, the Chartered Accountants Act, 1949 and the rules made thereunder.

(ii) Qualification in Auditors reports

M/s Joy Mukherjee & Associates, the Statutory Auditor has issued Audit Reports with unmodified opinion on the Financial Statements of the Company for the financial year ended March 31, 2025. The Notes on the Financial Statements referred in the Audit Report are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) (f) of the Companies Act, 2013.

(iii) Secretarial Auditors and their Reports

The Board has appointed M/s Neha Gupta & Associates, a firm of Company Secretaries in Practice (C.P. No. 9211), to carry out secretarial audit for the financial year 2024-25.

Pursuant to the provision of section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Secretarial Audit Report in Form No. MR-3, issued by M/s Neha Gupta & Associates, Company Secretaries, for the financial year 2024-25 confirms that the Company has complied with the provisions of the applicable laws and regulations and does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Act. Such Audit Report is annexed as **Annexure-III**, which forms as internal part of this Board Report.

(iv) Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions that were entered by the Company with related parties, during the financial year under review, were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the SEBI Listing Regulations.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board of Director and Audit Committee, in line with the requirements of the Act and SEBI Listing Regulations, has been uploaded on the Company's website at the web link https://bagconvergence.in/wp-content/uploads/2024/12/BCL_Related-Party-Tranactions-Policy_17.09.2024.pdf

None of the directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

The Policy intends to ensure that proper reporting approval and disclosure processes are in place for all transactions between the Company and related parties. Omnibus approval was obtained on a yearly basis for transactions, which are of repetitive nature and/or entered in the ordinary course of business and are at Arm's Length Price.

The particulars of related party's transactions referred to in sub-section (1) of section 188 of the Act and Regulation 23 of the SEBI Listing Regulations as amended including certain arm's length transactions under third proviso thereto are disclosed in Form No. AOC-2 in **Annexure-IV** forming part of the Board's Report.

26. MATERIAL CHANGES AND COMMITMENTS

In terms of Section 134(3)(I) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

27. COMPLIANCE WITH SECRETARIAL STANDARD

During the year under review, applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India i.e., SS-1 and SS-2 relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively have been followed by the Company. Further, the Company has in place proper systems to ensure compliance with the provisions of applicable Secretarial Standards and such systems are adequate and operating effectively.

28. CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to Directors, Independent Directors and Senior Management Personnel. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company. A copy of the Code has been put on the Company's website <https://bagconvergence.in/>

The Company has formulated a Code of Conduct to regulate, monitor, report trading by designated persons to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The said Code envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company. The said policy was updated and adopted by the Board of Directors pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Besides, the Company has also formulated code of Practice and Procedures for fair disclosure of Unpublished Price Sensitive Information in addition therewith pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015. These codes are applicable to Directors/officers/connected person/designated employee of the Company and their immediate relatives. The full text of the Code is available on the website of Company under "Code of Conduct & Policies" and can be accessed at Company's website <https://bagconvergence.in/>.

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There is no employee whose particulars are required to be disclosed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

30. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Pursuant to the requirements under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has enacted a Policy and duly constituted Internal Complaints Committees across locations.

The Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has complied with the provisions relating to constitution of the Internal Complaints Committee as per the above Act. The has received zero complaint with the Company during the year under review.

31. MATERNITY BENEFIT ACT

The Company has complied the provisions as applicable under of Maternity Benefit Act, 1961. During the year under review, no complaints has been received by the Company from any of the employee in this regard.

32. IBC CODE & ONE-TIME SETTLEMENT

There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code). There has not been any instance of one-time settlement of the Company with any bank or financial institution.

33. ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, banks and other financial institutions, viewers, vendors, suppliers, customers, shareholders and all other stakeholders during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the committed services of all the employees.

**For and on behalf of the Board of Directors
of B.A.G. Convergence Limited**

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Place: Noida
Date: June 18, 2025

Annexure-I

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
B.A.G. Convergence Limited
[CIN U22121DL2007PLC161935]
352, Aggarwal Plaza, Plot No.-8, Kondli,
East Delhi, New Delhi-110096

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of B.A.G. Convergence Limited (formally known as B.A.G. convergence Private Limited) (the "Company") having CIN U22121DL2007PLC161935 and having registered office at 352, Aggarwal Plaza, Plot No.8, Kondli, East New Delhi-110096 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1.	Ms. Anuradha Prasad Shukla	00010716	09.12.2023
2.	Mr. Vijender Negi	01452412	30.05.2024
3.	Mr. Shashi Shekhar Mishra	07034474	22.06.2018
4.	Mr. Arshit Anand	08730055	13.09.2024
5.	Mr. Chandan Kumar Jain	09605901	13.09.2024
6.	Ms. Priya Singh	08727539	16.09.2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Neha Gupta & Associates
Company Secretaries

Place: Noida
Date: June 18, 2025

Neha Mishra
Proprietor
FCS No: 12345
C P No: 9211
UDIN: F010345G000614047

Annexure- II

Annual Report on CSR Activities for the Financial Year Ended on March 31, 2025

1. A brief outline on CSR policy of the Company:

In pursuance of Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended and Schedule VII of the Companies Act, 2013 (the Act), the Company framed CSR Policy as a part of Good Corporate Philanthropy, which strives to design its CSR initiatives in line with the priorities of the Government and needs of the local Community through its focus on education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation (either new or ongoing) in a manner compliant with the Act and the Rules ("Projects"). CSR projects are aligned with the requirements of Schedule VII of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof as applicable from time to time. The Board of Directors had approved the revised CSR Policy in the Board Meeting held on September 13, 2024, as formulated and recommended by the CSR Committee.

The vision of our company, B.A.G. Convergence Limited (formally known as B.A.G. Convergence Private Limited) (the "Company") is to unleash the potential of everyone we touch. As we seek to do that, we aim at sustainable and inclusive growth, by making definitive triple bottom-line (social, economic and environmental) impact. While we have always had a strong commitment to comply with the law, we seldom hesitate to go beyond the limits laid under law and put in an extra effort to achieve the status of a responsible corporate citizen in tune with the B.A.G. Group's values. Aiming at creating shared values for all stakeholders, we seek to integrate corporate social responsibility ("CSR") into our businesses processes.

The main objective of this Policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development of the society. The Company aims to be a good corporate citizen by subscribing to the principles of integrating its economic, environmental and social objectives, and effectively utilizing its own resources towards improving the quality of life and building capacities of the local communities and society at large.

2. The Composition of the CSR Committee

The CSR committee is formed by the Board of Directors in accordance with the provisions of Section 135 of the Act read Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly its constitution comprises of following eminent and professional members who conceptualizes, structures, directs the implementation of CSR activities.

The Board of Directors in its meeting held on August 31, 2023 constituted CSR Committee and further reconstituted the same on May 30, 2024 and further on September 13, 2024 as mentioned:

S. No.	Name of Director	Designation	Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Shashi Shekhar Mishra	Chairman	Non-Executive Director	3	3
2.	Mr. Vijender Negi	Member	Executive Director	3	3
3.	Mr. Arshit Anand*	Member	Independent Director	1	1

* Mr. Arshit Anand has been appointed as Independent Director on September 13, 2024.

3. **Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company-** Not Applicable
4. **Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:** Not Applicable for Financial Year 2024-2025
5.
 - a) **Average net profit of the company as per sub-section (5) of section 135:**
Rs. 6,62,19,241/-
 - b) **Two percent of average net profit of the company as per sub-section (5) of section 135:** Rs. 13,24,385/-
 - c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil
 - d) **Amount required to be set-off for the financial year, if any:** Nil
 - (e) **Total CSR obligation for the financial year [(b)+(c)-(d)]:** Rs. 13,24,385/-

6.

a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** Rs. 13,24,385/-

b) **Amount spent in Administrative Overheads:** Nil

c) **Amount spent on Impact Assessment, if applicable:** Not Applicable

d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs. 13,24,385/-

e) **CSR amount spent or unspent for the financial year:**

	Amount Unspent (in Rs.)				
Total Amount Spent for the Financial Year. (in Rs.)	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
13,24,385	NIL	Nil	Nil	Nil	Nil

(f) **Excess amount for set off, if any: nil**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub- section (5) of section 135	13,24,385
(ii)	Total amount spent for the Financial Year	13,24,385
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs).	Date of transfer		
Not Applicable									

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes ☒

No ☐

If yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner

(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub -section (5) of section 135- Not Applicable

For B.A.G. Convergence Limited

Place: Noida
Date: June 18, 2025

Shashi Shekhar Mishra
(Director and Chairman of CSR
Committee)

Vijender Negi
(Director and Member of CSR
Committee)

Annexure-III

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
B.A.G. Convergence Limited
[CIN U22121DL2007PLC161935]
352, Aggarwal Plaza, Plot No.-8, Kondli,
East Delhi, New Delhi-110096

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **B.A.G. Convergence Limited** (formally known as B.A.G. Convergence Private Limited) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us, we hereby report that in our opinion, the Company has, during the audit period covering the financial year commencing from April 1, 2024 and ended on March 31, 2025 ("Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder to the extent notified and came into force;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; {Not applicable during the Audit Period}
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; {Not applicable during the Audit Period}
 - f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - g) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015; and
 - h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; {Not applicable during the Audit Period}.
 - i) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; {Not applicable during the Audit Period}
 - j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; {Not applicable during the Audit Period}
- (vi) As informed by the management, being a convergence of traditional media to digital media and renders technical assistance to TV Channels and services related to website maintenance, there is no sector specific law applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India.

We report that during the audit Period under review, the Company has complied with the provisions of the Acts, Laws and Regulations and guidelines, to the extent applicable, as mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and Committees thereof that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions were carried out with unanimous consent and therefore no dissenting views were captured and recorded as part of the minutes

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as stated above.

We further report that during the Audit Period, there were few specific events/ actions in pursuance of the above referred laws, rules, regulations, standards, etc. having a major bearing on the Company's affairs, details of which are as stated below:

1. In Extraordinary General Meeting (EGM) held on April 30, 2024, the Company has taken approval from its Members for increase its authorised share capital of the Company.
2. In Extraordinary General Meeting (EGM) held on May 28, 2024, the Company has taken approval from its Members for alteration of Articles of Association of the Company.
3. The Members at their 17th Annual General Meeting (AGM) held on July 5, 2024, have approved:
 - the appointment of Ms. Anuradha Prasad Shukla (DIN: 00010716) as Chairperson and Managing Director of the Company.
 - the appointment of Mr. Vijender Negi (DIN: 01452412) as Executive Director of the Company.
 - to increase the authorised share capital and consequent alteration of Capital Clause of the Memorandum of Association of the Company.
 - the issue of Bonus Shares to existing Equity Shareholders.
4. In Extraordinary General Meeting (EGM) held on July 31, 2024, the Company has taken approval from its Members for issue of 800000 Equity Shares to Mr. Raman Talwar on Preferential Basis.
5. The Members at their Extraordinary General Meeting (EGM) held on August 16, 2024, have approved:
 - to issue of Bonus Shares to existing Equity Shareholders.
 - the authorisation to the Board of Directors of the Company to borrow the money along with the money already borrowed by the Company in excess of its paid up capital and free reserve and securities premium of the Company pursuant to Section 180(1) (c) of the Companies Act, 2013.
 - the authorisation to the Board of Directors of the Company for creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to

secure the borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013.

- the related party transactions under section 188 of the Companies Act, 2013.

6. With the approval of members, in their duly convened Extra Ordinary General Meeting held on August 29, 2024:

- An application was filed to Registrar of Companies, Delhi and Haryana, for the conversion of the Company from Private Limited to Public Limited Company, which was approved and taken on record by the Registrar of Companies, Delhi and Haryana dated September 12, 2024. Accordingly, the status of Company was changed from Private Limited to Public Limited with effect from September 12, 2024.
- the Company has adopted and altered its Memorandum of Association, consequent upon the conversion.
- the Company has adopted the new set of Articles of Association in accordance with Companies Act, 2013, consequent upon the conversion.

7. The Members at their Extraordinary General Meeting (EGM) held on September 23, 2024, have approved:

- The Public Issue of the Company on SME Platform.
- The appointment of Mr. Arshit Anand (DIN: 08730055) as a Director and as an Independent Director of the Company.
- The appointment of Mr. Chandan Kumar Jain (DIN: 09605901) as a Director and as an Independent Director of the Company.
- The appointment of Ms. Priya Singh (DIN: 08727539) as a Director and as an Independent Director of the Company.

**For Neha Gupta & Associates
Company Secretaries**

Peer Review Certificate No.

Place: Noida
Date: June 18, 2025

Neha Mishra
Proprietor
FCS No:
C P No: 9211
UDIN: F010345G000614113

This report is to be read with our letter of even date, which is annexed as **Annexure 1** and forms an integral part of this report.

Annexure 1

To,
The Members,
B.A.G. Convergence Limited
[CIN U22121DL2007PLC161935]
352, Aggarwal Plaza, Plot No.-8, Kondli,
East Delhi, New Delhi-110096

Our report of even date is to be read along with this letter:

1. Management of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations & happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Neha Gupta & Associates
Company Secretaries
Peer Review Certificate No.

Place: Noida
Date: June 18, 2025

Neha Mishra
Proprietor
FCS No:
C P No: 9211
UDIN: F010345G000614113

Annexure IV

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts, arrangements, or transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered during the year ended March 31, 2025 which were not at arm's length basis.

2. Details of material contracts, arrangements, or transactions at Arm's length basis:

Sr. No	Name of the related party	Nature of relationship	Nature of contracts or arrangements or transaction	Duration of contracts or arrangements or transactions	Salient Terms	Amount (In Rs.)
1	B.A.G. Films and Media Limited	Enterprises over which Director/KMP have significant influence	Leasing of property & Equipment / Administrative Expenses/ Acquisition and production of content	Continuing	As per Related Party Transaction Policy	1,94,99,439
2	E24 Glamour Limited	Enterprises over which Director/KMP have significant influence	Purchase and Sales of time space/Content and Programming Expenses	Continuing	As per Related Party Transaction Policy	4,07,28,859
3.	News24 Broadcast India Limited	Enterprises over which Director/KMP have significant influence	Purchase and Sales of time space/ Content and Programming Expenses	Continuing	As per Related Party Transaction Policy	4,22,20,290

**For and on behalf of the Board of Directors
B.A.G. Convergence Limited**

Place: Noida
Date: June 18, 2025

Anuradha Prasad Shukla
Chairperson
DIN: 00010716

INDEPENDENT AUDITOR'S REPORT

To The Members of B.A.G. Convergence Limited,

Report on the audit of the Financial Statements

Opinion

We have audited the accompanying financial statements B.A.G. Convergence Limited (*formerly known as B.A.G. Convergence Private Limited*) (the Company), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year ended on that date and notes to the Financial Statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SA) specified under Section 143 (10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included Board's Report including Annexures to Board's Report, and Shareholder's Information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be

influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2025, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025, from being appointed as a director in terms of section 164(2) of the Act;
 - (f) Since the Company's turnover as per last audited financial statements is less than Rs.50 Crores and its borrowings from banks and financial institutions at any time during the year is less than Rs.25 Crores, the Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

3. With respect to the other matters to be included in the Auditor's Report under section 197(16) of the Act: In our opinion and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **Joy Mukherjee & Associates**
Chartered Accountants
Firm's Registration No. 006792C

Place: Noida
Dated: June 18, 2025

CA J. Mukherjee
Partner
Membership No. : 074602
UDIN:

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment:

(a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(ii) The company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of **three** years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records for each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

iii. According to the information and explanations given to us and on the basis of our examination of records, the Company has not made any investment, provided guarantee or security or granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year covered in the register maintained under section 189 of Act. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

iv. According to the information and explanations given to us and on the basis of our examination of records of the company, in respect of investments made and loans and guarantees given by the Company, in our opinion the provisions of section 185 and 186 of the Act have been complied with.

v. According to the information and explanations given to us, the Company has not accepted deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

vi. The According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the

business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

- vii. (a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) As of the year-end, according to the records of the Company and information and explanations given to us, there are no disputed statutory dues outstanding on the company.

- viii. According to the information and explanations given to us According to the information and explanations given to us Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.

- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.

- (c) In our opinion and according to the information and explanations given to us, the term loans availed by the Company were applied for the purpose for which the loans were obtained.

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended 31 March 2025.

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not hold any investment in any associate or joint venture (as defined under the Act) during the year ended 31 March 2025.

- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Though the Company has filed DRHP(Draft Red Herring Prospectus) for Initial Public Offer on SME platform of National Stock Exchange of India Limited. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has allotted 8,00,000 Equity Shares on preferential basis and not issued any fully or partially debentures during the year. Accordingly, the reporting under clause 3(x) (b) of the Order is not applicable to the Company.

- xi. (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not received whistle-blower complaints during the year.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. There is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **Joy Mukherjee & Associates**
Chartered Accountants
Firm's Registration No. 006792C

Place: Noida
Dated: June 18, 2025

CA J. Mukherjee
Partner
Membership No. : 074602
UDIN:

B.A.G CONVERGENCE LIMITED**BALANCE SHEET**

As at March 31, 2025

₹ in Lakhs)

Particulars	Note No.	March 31,2025	March 31,2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	454.60	10.41
Capital work in progress		18.00	13.50
Financial assets			
Investments	4	109.84	109.84
Deferred tax assets (net)	5	6.17	5.15
		588.61	138.89
Current assets			
Inventories	6	176.54	176.54
Financial assets			
Trade receivables	7	1,405.30	671.92
Cash and Cash equivalents	8	1,826.72	660.27
Other financial assets	9	156.70	122.13
Other current assets	10	230.35	63.37
		3,795.61	1,694.23
Total		4,384.22	1,833.12
<u>Equity and Liabilities</u>			
Shareholder's funds			
(a) Share Capital	11	1,561.88	1.01
(b) Reserves and Surplus	12	659.03	710.19
		2,220.91	711.20
Non- current liabilities			
Financial liabilities			
Other financial liabilities	13	347.17	472.56
Provisions	14	42.51	12.36
		389.68	484.92
Current Liabilities			
Financial liabilities			
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	15	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	15	84.02	57.85
Other financial liabilities	16	895.43	-
Other current liabilities	17	469.77	299.89
Current tax liabilities (net)	18	324.41	279.26
		1,773.63	637.00
Total		4,384.22	1,833.12

The accompanying notes form an integral part of these financial statements

As per our report of even date

For and on behalf of Board of Directors

For Joy Mukherjee & Associates
Chartered Accountants
Firm Registration Number: 006792C

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Vijender Negi
Director
DIN:-01452412

CA J. Mukherjee
Partner
Membership Number: 074602
Place: Noida
Date: June 18, 2025

Subodh Kumar
Chief Financial Officer

Kriti Jain
Company Secretary

B.A.G CONVERGENCE LIMITED
STATEMENT OF PROFIT AND LOSS
For the year ended March 31,2025

(₹ in Lakhs)

Particulars	Note No.	March 31,2025	March 31,2024
Revenue from operations	19	3,563.35	2,991.71
Other Income	20	21.79	41.11
Total Revenue (I + II)		3,585.14	3,032.82
Expenses			
Changes in inventories of finished goods, work in progress and Stock-in- trade	21	-	-
Employee benefits expense	22	416.58	110.32
Finance Costs	23	49.97	0.28
Depreciation and amortization expense	24	85.44	3.92
Other expense	25	1,769.10	1,834.55
Total Expense		2,321.09	1,949.07
Profit before tax		1,264.05	1,083.75
Tax expense:			
Current tax		324.41	279.26
Deferred tax		(1.02)	(0.74)
Total tax expense		323.39	278.52
Profit for the year		940.66	805.23
Other comprehensive income			
Items that will be reclassified to profit or loss			
Actuarial gains/losses of defined benefit plans		(30.95)	(2.02)
Other comprehensive income for the year (net of tax)		(30.95)	(2.02)
Total comprehensive income for the year		909.71	803.21
Nominal value per share Rs.10/- each			
Earnings per equity share			
Basic earnings from operations attributable to share holders		5.82	7,952.61
Diluted earnings from operations attributable to share holders		5.82	166.41
Basis of preparation, measurement and significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per our report of even date

For and on behalf of Board of Directors

For Joy Mukherjee & Associates
Chartered Accountants
Firm Registration Number: 006792C

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Vijender Negi
Director
DIN:-01452412

CA J. Mukherjee
Partner
Membership Number: 074602
Place: Noida
Date: June 18, 2025

Subodh Kumar
Chief Financial Officer

Kriti Jain
Company Secretary

B.A.G CONVERGENCE LIMITED
CASH FLOW STATEMENT

For the period ended April 01, 2024 to March 31,2025

(₹ in Lakhs)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
A. CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before extraordinary items and tax	1,233.10	1,081.73
<u>Adjustments for:</u>		
Depreciation and amortisation	85.44	3.92
Finance costs	49.97	0.28
Interest income	(19.27)	(0.72)
Liabilities / provisions no longer required written back	1.00	35.69
	<u>117.14</u>	<u>39.17</u>
Operating profit / (loss) before working capital changes		
<u>Changes in working capital:</u>		
Adjustments for (increase) / decrease in operating assets:		
(Increase)/ Decrease in Inventories	-	-
(Increase)/ Decrease in Trade receivables	(734.37)	(342.02)
(Increase)/ Decrease in other financial assets	(34.58)	(106.59)
(Increase)/ Decrease in other current assets	(166.98)	57.34
Adjustments for increase / (decrease) in operating liabilities:		
Increase/ (Decrease) in Trade payables	26.17	(72.56)
Increase/ (Decrease) in other current liabilities	(109.39)	(203.62)
Increase/ (Decrease) in provisions	30.15	(0.39)
Increase/ (Decrease) in Current tax liabilities (net)	-	(70.72)
	<u>(989.00)</u>	<u>(738.55)</u>
Cash generated from operations	361.24	382.34
Net cash flow from / (used in) operating activities (A)	361.24	382.34
B. CASH FLOWS FROM INVESTING ACTIVITIES:		
Payment for purchase of Property , plant and Equipment (PP&E)	(529.62)	(13.74)
Proceeds from sale of fixed assets	(4.51)	
Proceeds from sale of long-term investments		
- Others	-	210.66
Interest received		
- Others	19.27	0.72
	<u>(514.86)</u>	<u>197.64</u>
Net cash flow from / (used in) investing activities (B)	(514.86)	197.64
C. CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	600.00	
Repayment of Other financial liabilities	(125.39)	-
(Increase)/ Decrease in other current financial liabilities	895.43	(58.67)
Finance cost	(49.97)	(0.28)
	<u>1,320.07</u>	<u>(58.95)</u>
Net cash flow from / (used in) financing activities (C)	1,320.07	(58.95)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	1,166.45	521.03
Cash and cash equivalents at the beginning of the year	660.27	139.24
Cash and cash equivalents at the end of the year	1,826.72	660.27

Note: The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in Ind AS 7, 'Statement of Cash Flows'.

The above Statement of Cash Flows should be read in conjunction with the accompanying notes

As per our report of even date

For and on behalf of Board of Directors

For Joy Mukherjee & Associates
Chartered Accountants
Firm Registration Number: 006792C

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Vijender Negi
Director
DIN:-01452412

CA J. Mukherjee
Partner
Membership Number: 074602
Place: Noida
Date: June 18, 2025

Subodh Kumar
Chief Financial Officer

Kriti Jain
Company Secretary

STATEMENT OF CHANGES IN EQUITY
For the year ended March 31, 2025

A. Equity Share Capital (₹ in Lakhs)

Particulars	Note No.	Balance
At the beginning of the year		780.94
Changes in equity share capital during the year		-
At the end of the year	11	780.94

B. Other Equity (₹ in Lakhs)

Particulars	Note No.	Reserves and surplus		Items of Other Comprehensive Income (OCI)	Total other equity
		Securities Premium Reserves	Retained earnings	Remeasurements of net defined benefit plans	
Balance as at 1 April 2023	12	-	(79.04)	(13.98)	(93.02)
Profit for the year		-	805.23	-	805.23
Other comprehensive income (net of tax)		-	-	(2.02)	(2.02)
Total comprehensive income for the year ended 31 March 2024		-	805.23	(2.02)	803.21
Transactions with owners in their capacity as owners					
Transfer from Retained earnings to General reserve		-	-	-	-
Balance as at 31 March 2024		-	726.19	(16.00)	710.19
Profit for the year		-	940.66	-	940.66
Other comprehensive income (net of tax)		-	-	(30.95)	(30.95)
Total comprehensive income for the year ended 31 March 2025		-	940.66	(30.95)	909.71
Transactions with owners in their capacity as owners					
Premium on shares issued during the year		520.00	-	-	520.00
Bonus Issued during the year		(520.00)	(960.87)	-	(1,480.87)
Balance as at 31 March 2025		-	705.98	(46.95)	659.03

The accompanying notes form an integral part of these financial
As per our report of even date

For Joy Mukherjee & Associates
Chartered Accountants
Firm Registration Number: 006792C

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Vijender Negi
Director
DIN:-01452412

CA J. Mukherjee
Partner
Membership Number: 074602
Place: Noida
Date: June 18, 2025

Subodh Kumar
Chief Financial Officer

Kriti Jain
Company Secretary

Notes to Financial Statements of B.A.G Convergence Limited

for the year ended March 31, 2025

NOTE 1 COMPANY INFORMATION

B.A.G. Convergence Limited (the Company), a public limited company is incorporated in India under provisions of the Companies Act. The Company is engaged in the business of convergence of traditional media to digital media and renders technical assistance to TV Channels and services related to website maintenance.

During the year under review, the Company has filed Draft Red Herring Prospectus ("DRHP") for Initial Public Offer under SME platform of National Stock Exchange of India Limited (NSE). The Company has received In-principal approval in May 2025 from NSE for such Initial Public Offer.

NOTE 2 BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation and Measurement

(a) Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013.

An asset is treated as current when it is

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b. Held primarily for the purpose of trading;
- c. Expected to be realised within twelve months after the reporting period; or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is treated as current when

- a. It is expected to be settled in normal operating cycle;
- b. It is held primarily for the purpose of trading;
- c. It is due to be settled within twelve months after the reporting period; or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in Indian National Rupee (INR), the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency'). Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions are recognised in the statement of profit and loss. Foreign currency denominated monetary assets and liabilities are translated into functional currency at exchange rates in effect at the balance sheet date, the gain or loss arising from such translations are recognised in the statement of profit and loss.

All amounts included in the financial statements are reported in lakhs of Indian rupees except share and per share data, unless otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

The financial statements of the Company for the year ended March 31, 2025 were approved for issue in accordance with the resolution of the Board of Directors on 18th June, 2025.

(b) Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

The accounting policies adopted are the same as those which were applied for the previous financial year.

2.2 Use of Accounting Estimates and Judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The Company uses the following critical accounting judgements, estimates and assumptions in preparation of its financial statements:

Impairment of investments in subsidiaries

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Valuation of deferred tax assets

A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. A contingent asset is neither recognised nor disclosed in the financial statements.

Employee benefits

The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note.

2.3 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS - 117 Insurance Contracts and amendments to Ind AS 116 - Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

2.4 Significant Accounting Policies

The significant accounting policies used in preparation of the financial statements have been included in the relevant notes to the financial statements.

(a) Revenue Recognition

Ind AS 115 'Revenue from Contracts with Customers'

The Companies (Indian Accounting Standards) Amendment Rules, 2018 issued by the Ministry of Corporate Affairs (MCA) notified Ind AS 115 "Revenue from Contracts with Customers" related to revenue recognition which replaces all existing revenue recognition standards and provide a single, comprehensive model for all contracts with customers. The revised standard contains principles to determine the measurement of revenue and timing of when it is recognised.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. All revenues are accounted on accrual basis except to the extent stated otherwise.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for. The Company disaggregates revenue from contracts with customers by geography and nature of services.

- Revenues from Telecom value added services net of customer credit, is recognized on provision of services in terms of revenue sharing agreements with the aggregator.
- Advertisement revenue from sale of advertising time is recognized on the accrual basis when advertisements are telecast in accordance with contractual obligations.

The transaction price, being the amount to which the Company expects to be entitled and has rights to under the contract is allocated to the identified performance obligations. The transaction price will also include an estimate of any variable consideration where the Company's performance may result in additional revenues based on the achievement of agreed targets.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the group does not adjust any of the transaction prices for the time value of money.

(b) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily comprise of lease for land and building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets as below:

i) Right-of-use assets

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

ii) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Company's lease liabilities are included in other current and non-current financial liabilities.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

“Lease liability” and “Right of Use” asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(c) Property, plant and equipment

Property, plant and equipment are stated at costs less accumulated depreciation (other than freehold land) and impairment loss, if any. The cost includes purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Depreciation is provided for property, plant and equipment on pro-rata basis over the estimated useful life from the date the assets are ready for intended use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

The carrying amount of an item of property, plant and equipment shall be derecognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the statement of profit and loss.

The Management believes that the useful lives best represents the period over which the management expects to use these assets based on an internal assessment and technical evaluation where necessary.

Capital work-in-progress:

Amount paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress. The capital work- in-progress is carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

(d) Financial instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short- term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

Impairment of financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(e) Investments:

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

(f) Inventories:

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a weighted average basis. Cost of raw materials and stores and spares includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. The aforesaid items are valued at net realisable value if the finished products in which they are to be incorporated are expected to be sold at a loss.

Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

(g) Cash and Cash Equivalents:

The Company considers all highly liquid investments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(h) Provisions and Contingent Liabilities:

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates. The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

(i) Expenditure:

Expenses are accounted on accrual basis.

(j) Employee benefits

Employee benefits include contribution to provident fund, superannuation fund, gratuity fund, compensated absences, pension and employee state insurance scheme.

Short Term Employee Benefits

Short term employee benefits including salaries and performance incentives, are charged to statement of profit and loss on an undiscounted, accrual basis during the period of employment.

Defined Benefit Plans

Gratuity and Pension are defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations, being carried out at the date of each statement of financial position. The retirement benefit obligations recognised in the statement of financial position represents the present value of the defined obligations reduced by the fair value of scheme assets. Any, asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company.

Defined Contribution Plans

Contributions to defined contribution plans like provident fund and superannuation, funds are recognised as expense when employees have rendered services entitling them to such benefits.

Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are stated as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

(k) Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years. Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to Income tax is included in Other Income.

Deferred tax is recognised in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Uncertain Tax Position

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. The provision is estimated based on one of two methods, the expected value method (the sum of the probability weighted amounts in a range of possible outcomes) or the single most likely amount method, depending on which is expected to better predict the resolution of the uncertainty.

(l) Foreign Currencies:

1. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

2. Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

3. Exchange Differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

(m) Earnings Per Share:

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(n) Borrowings and Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are recognized as expense in the period in which they occur.

(o) Dividend Distributions

The Company recognizes a liability to make the payment of dividend to owners of equity, when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(p) Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted(unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Description of Assets	Plant & Equipment	Furniture	Computers & Peripherals	Computer Software	Office Equipments	Total
Gross Block						
Balance as at 1st April, 2023	7.00	6.67	7.89	3.05	16.15	40.75
Additions	-	-	0.24	-	-	0.24
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2024	7.00	6.67	8.13	3.05	16.15	41.00
Additions	33.89	-	480.09	12.23	3.41	529.62
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2025	40.89	6.67	488.22	15.28	19.56	570.62
Accumulated Depreciation						
Balance as at 1st April, 2023	4.79	1.73	6.18	2.69	11.28	26.67
Additions	0.45	1.28	1.08	0.14	0.97	3.92
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2024	5.24	3.01	7.26	2.83	12.25	30.59
Additions	3.05	0.95	77.19	3.08	1.16	85.44
Disposal	-	-	-	-	-	-
Balance as at 31st March, 2025	8.29	3.96	84.45	5.91	13.41	116.02
Net Block						
Balance as at 31st March, 2024	1.76	3.66	0.87	0.22	3.90	10.41
Balance as at 31st March, 2025	32.60	2.71	403.77	9.37	6.15	454.60

Having Face Value of Rs 10/- per share fully paid-up		
10,900 Equity Shares (Previous Year 10,900 Equity Shares) of BAG Live Entertainment Limited	1.09	1.09
Having Face Value of Rs 10/- per share fully paid-up		
500,000 Equity Shares (Previous Year 500,000 Equity Shares) of BAG Business Venture Limited	5.00	5.00
Having Face Value of Rs 1/- per share fully paid-up		
Investment in optionally fully convertible debentures (OFCDs) (unquoted)		
214518 Optionally fully convertible debenture of Skyline Tele Media services Limited	6.44	6.44
Total	109.84	109.84
Aggregate value of quoted and unquoted investments is as follows:		
Aggregate amount and market value of quoted investments	-	-
Aggregate carrying value of unquoted investments	109.84	109.84

5. DEFERRED TAX ASSETS

	(₹ in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024
Opening Balance	5.15	4.41
(Charged)/Credited:		
-to profit or loss	1.02	0.74
Total	6.17	5.15

6. INVENTORIES

Inventories consist of the following:	(₹ in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024
Finished Goods	176.54	176.54
Total	176.54	176.54

7. TRADE RECEIVABLES (UNSECURED)

(Unsecured unless otherwise stated)	(₹ in Lakhs)	
Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables considered good- Secured	1,405.30	671.92
Trade Receivables considered good- Unsecured	-	-
Less: Allowance for bad and doubtful debts	-	-
Total	1,405.30	671.92

Ageing for trade receivables from the due date of payment for each of the category as at March 31, 2025							
Particulars	Not Due	Outstanding for following periods from due date of payment for the March, 2025					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
Undisputed trade receivables considered good	95.10	634.47	547.35	3.09	125.29	-	1,405.30
Undisputed trade receivables which have significant	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	95.10	634.47	547.35	3.09	125.29	-	1,405.30
Less: Allowance for doubtful trade receivables	-	-	-	-	-	-	-
Total (A+B)	95.10	634.47	547.35	3.09	125.29	-	1,405.30

Ageing for trade receivables from the due date of payment for each of the category as at March 31, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment for the March, 2024					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 years	
Undisputed trade receivables considered good	520.90	26.96	-	124.06	-	-	671.92
Undisputed trade receivables which have significant	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-	-
Disputed trade receivables which have significant	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total (A)	520.90	26.96	-	124.06	-	-	671.92
Less: Allowance for doubtful trade receivables	-	-	-	-	-	-	-
Total (A+B)	520.90	26.96	-	124.06	-	-	671.92

11. EQUITY SHARE CAPITAL

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Equity Share Capital		
Authorised Share Capital		
24,000,000 (March 31, 2024: 5,00,000) equity shares of Rs 10/- each	2,400.00	50.00
Issued, Subscribed and Fully Paid Share Capital		
15,618,800 (March 31, 2024: 10,100) equity shares of Rs 10/- each	1,561.88	1.01
Total	1,561.88	1.01

(i) Details of shareholders holding more than 5% shares in the Company is set out below (representing legal and beneficial ownership):

Name of Shareholders	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% held	No. of Shares	% held
Anuradha Prasad Shukla	13,852,240	88.69	9,980	99.00
Raman Talwar	1,600,000	10.24	-	-

(ii) The reconciliation of the number of shares outstanding is set out below:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	Amount	Number of shares held	Amount
Equity share with Voting Rights				
Equity shares outstanding at the beginning of the year	10,100	1.01	10,100	1.01
Add: Issue of Equity Shares during the year	15,608,700	1,560.87	-	-
Equity shares outstanding at the end of the year	15,618,800	1,561.88	10,100	1.01

(iv) Terms and rights attached to equity shares

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(v) The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through equity and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

(vi) As per the records of the Company, including its register of shareholders / members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(vii) During the year the Company has allotted bonus share. The details of Bonus shares allotted are as Under:-

Date of Allotment	During the Financial Year March, 2025		During the Financial Year March, 2024	
	Number of shares held	Ratio	Number of shares held	Ratio
July 05, 2024	6,999,300	1:1	-	-
August 16, 2024	7,809,400	1:1	-	-

12. OTHER EQUITY

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium Reserves		
Opening Balance	-	-
Add: Premium of preferential allotment	520.00	-
Less: Utilised during the year	520.00	-
	-	-
Retained Earnings		
Opening Balance	710.19	(93.02)
Add: Profit / (Loss) for the year	940.66	805.23
Other comprehensive income for the year (net of tax)	(30.95)	(2.02)
Less: Bonus Issued	960.87	-
Total	659.03	710.19

13. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Term Loan	347.17	-
Other financial liabilities	-	472.56
Total	347.17	472.56

14. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits		
- Provision for Gratuity	38.26	12.04
- Provision for Leave encashment	4.25	0.32
Total	42.51	12.36

15. TRADE PAYABLE

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables- micro and small enterprises*	-	-
Trade payables	84.02	57.85
Total	84.02	57.85

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2025

Particulars	Not Due	Outstanding for following periods from due date of payment for the 2024-25				Total
		Less than 1 years	1-2 Years	2-3 Years	More than 3 years	
Undisputed dues- MSME	-	-	-	-	-	-
Undisputed dues - Others	84.02	-	-	-	-	84.02
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	84.02	-	-	-	-	84.02

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2024

Particulars	Not Due	Outstanding for following periods from due date of payment for the 2023-24				Total
		Less than 1 years	1-2 Years	2-3 Years	More than 3 years	
Undisputed dues- MSME	-	-	-	-	-	-
Undisputed dues - Others	57.85	-	-	-	-	57.85
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	57.85	-	-	-	-	57.85

16. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Loans repayable on demand	895.43	-
Total	895.43	-

17. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Current maturities of long term debt	26.47	-
<u>Other payables</u>		
Other Liability	344.22	216.59
Employee Cost	99.08	83.30
Total	469.77	299.89

18. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
-Provision for Income Tax	324.41	279.26
Total	324.41	279.26

4. NON-CURRENT INVESTMENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in Equity instruments(Unquoted)		
8,080 Equity Shares (Previous Year 8,080 Equity Shares) of ARVR Communication Private Limited Having Face Value of Rs 100/- per share fully paid-up	96.31	96.31
10,000 Equity Shares (Previous Year 10,000 Equity Shares) of Approach Films and Television Limited	1.00	1.00

8. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with banks	1,212.27	647.16
Deposit with Bank	610.52	12.84
Cash on hand	3.93	0.27
Total	1,826.72	660.27

9. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Loans and advances to employees	19.80	12.94
Loan and advance to Other	136.90	109.19
Total	156.70	122.13

10. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Security Deposits	2.59	1.69
Balances with government authorities	77.07	61.50
Prepaid Expense	150.69	0.18
Total	230.35	63.37

19. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Revenue from Operations		
<u>Sale of Services</u>	3,563.35	2,991.71
Total	3,563.35	2,991.71

20. OTHER INCOME

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Other Income		
<u>Interest Income</u>		
Other	19.27	0.72
<u>Other Non-Operating Income(net of expenses directly attributable to such income)</u>		
Miscellaneous income	1.52	4.70
Sundry balance Written back	1.00	35.69
Total	21.79	41.11

21. CHANGES IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK-IN-TRADE) AND WORK-IN-PROGRES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Closing inventories		
Finished Goods	176.54	176.54
Opening inventories		
Finished Goods	176.54	176.54
Total	-	-

22. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Salaries, wages, bonus, commission and other benefits	416.58	110.32
Total	416.58	110.32

23. FINANCE COSTS

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest expense on		
Bank Loan	46.78	-
Other borrowing cost		
Bank Charges	3.19	0.28
Total	49.97	0.28

24. DEPRECIATION AND AMORTISATION EXPENSE

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Depreciation of property, plant and equipment (Refer Note 3)	85.44	3.92
Total	85.44	3.92

25. OTHER EXPENSES

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Power and Fuel	5.21	5.48
Rent	28.43	3.60
Repairs to Machinery	6.88	1.88
Insurance	0.02	-
Rates and Taxes, Excluding Taxes on Income	54.63	16.34
Loss on Foreign Currency Transaction	28.02	8.91
Corporate Social Responsibility	13.24	6.16
Payment to auditors		
- As Auditor	2.50	2.50
Programming, Content Expenses & Advertisement	981.21	755.84
Professional Charges	419.08	861.89
Lease Rent on Equipment Hiring	21.74	45.21
Website Development & Maintenance Charges	129.54	90.01
Legal & Processing Expenses	33.90	0.18
Miscellaneous Expenses	44.70	36.55
Total	1,769.10	1,834.55

26. Employee Benefits

Disclosures pursuant to Ind AS - 19 "Employee Benefits" (notified under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act) are given below:

Defined Contribution Plans

The Company has certain defined contribution plans. Contributions are made to provident fund, and employee's state insurance scheme for employees as per regulations. The contributions are made to registered funds administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual or any constructive obligation.

Contribution to Defined Contribution Plan recognized as expense for the year is as under:

Employer's Contribution to Provident Fund :	Rs. 15.26 Lakh (Previous Year Rs. 3.47 Lakh)
Employer's Contribution to ESI :	Rs. 0.11 Lakh(Previous Year Rs. Nil)

Defined Benefit Plans:

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Past service cost, both vested and unvested, is recognised as an expense at the earlier of (a) when the plan amendment or curtailment occurs; and (b) when the entity recognises related restructuring costs or termination benefits.

The retirement benefit obligations recognised in the balance sheet represents the present value of the defined benefit obligations. Any asset resulting from this calculation is limited to the present value of available refunds and reductions in future contributions to the scheme.

The Company provides benefits such as gratuity, pension and provident fund (Company managed fund) to its employees which are treated as defined benefit plans.

The gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The gratuity fund is managed by third party fund.

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages etc. and the expected cost of ex-gratia are recognised in the period in which the employee renders the related service. A liability is recognised for the amount expected to be paid when there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Compensated absences

Compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as undiscounted liability at the balance sheet date. Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as an actuarially determined liability at the present value of the defined benefit obligations at the balance sheet date using the Projected Unit Credit Method.

The following table sets out the funded status of the defined benefit schemes and the amount recognised in the financial statements:

a. Change in present value of obligation

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
Present value of obligation as at the beginning of the period	12.04	11.75	0.32	0.99
Current Service Cost	6.59	1.87	0.79	0.15
Interest Cost	0.87	0.88	0.02	0.07
Expected Return on Plan Assets	--	--	--	--
Benefits paid	(0.81)	(2.40)	--	--
Actuarial (gain)/loss	19.57	(0.06)	3.11	(0.89)
Past Service Cost	--	--	--	--
Curtailment and settlement Cost/(credit)	--	--	--	--
Present value of obligation as at the end of the period	38.26	12.04	4.25	0.32

b. Expense recognized in the statement of profit and loss account

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
Current service cost	6.59	1.87	0.79	0.15
Past service cost	--	--	--	--
Interest cost	0.87	0.88	0.02	0.07
Expected return on plan assets	--	--	--	--
Curtailment cost / (Credit)	--	--	--	--
Settlement cost / (credit)	--	--	--	--
Net actuarial (gain)/ loss recognized in the period	19.57	(0.06)	3.11	(0.89)
Expenses recognized in the statement of profit & losses	7.46	2.75	3.93	(0.67)

c. Actuarial gain/loss recognized

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
Actuarial gain/(loss) for the period - obligation	(19.57)	0.06	(3.11)	0.89
Actuarial gain/(loss) for the period - plan assets	--	--	--	--
Total (gain)/loss for the period	19.57	(0.06)	3.11	(0.89)
Actuarial (gain)/loss recognized in the period	19.57	(0.06)	3.11	(0.89)
Unrecognized actuarial (gains) losses at the end of period	--	--	--	--

d. The amounts to be recognized in balance sheet and related analysis

(₹ in Lakhs)

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
Present value of obligation as at the end of the period	38.26	12.04	4.25	0.32
Fair value of plan assets as at the end of the period	--	--	--	--
Funded status / Difference	(38.26)	(12.04)	(4.25)	(0.32)
Excess of actual over estimated	--	--	--	--
Unrecognized actuarial (gains)/losses	--	--	--	--
Net asset/(liability) recognized in balance sheet	(38.26)	(12.04)	(4.25)	(0.32)

e. Actuarial Assumptions

Company attention was drawn to provisions of accounting standard that actuarial assumptions are an entity's best estimates of variables that will determine the ultimate cost of providing post employment benefits and shall be unbiased & mutually compatible.

i) Economic Assumptions

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is company's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. Valuation assumptions are as follows which have been agreed by the company:

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
Discount Rate (%)	6.93	7.23	6.93	7.23
Expected Rate of increase in Compensation Levels (%)	--	--	--	--
Expected Rate of Return on Plan Assets	--	--	--	--
Expected Average remaining working lives of employees (years)	25.60	19.06	25.60	19.06

ii) Demographic Assumption

Attrition rates are the company's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of the company, business plan, HR Policy etc as provided in the relevant accounting standard

Particulars	Gratuity		Leave Encashment	
	March31,2025	March31,2024	March31,2025	March31,2024
i) Retirement Age (Years)	60	60	60	60
ii) Mortality Table	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)	IALM(2012-14)
iii) Ages				
Up to 30 Years	5.00	5.00	5.00	5.00
From 31 to 44 years	5.00	5.00	5.00	5.00
Above 44 years	5.00	5.00	5.00	5.00

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short-term employees benefits. Benefits such as salaries, wages and bonus, etc., are recognized in the statement of Profit and Loss in the period in which the employee renders the related service.

Actuarial gains and losses are recognized in the Statement of Profit and Loss.

Termination benefits

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Sensitivity Analysis of the defined benefit obligation.

	(₹ in Lakhs)	
	Gratuity	Leave Encashment
a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	38.26	4.25
Impact due to increase of 0.50%	(1.74)	(0.19)
Impact due to decrease of 0.50 %	1.88	0.21
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	38.26	4.25
Impact due to increase of 0.50%	1.62	0.21
Impact due to decrease of 0.50 %	(1.53)	(0.20)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in an assumptions occurring at the end of the reporting period while holding all other assumption constraint. In practice it is unlikely to occur and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable .

Notes:

- The current service cost recognised as an expense is included in Note 22 'Employee benefits expense' as gratuity. The remeasurement of the net defined benefit liability is included in other comprehensive income.
- The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analysis above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- The obligation for leave benefits (non funded) is also recognised using the Projected Unit Credit Method and accordingly the long term paid absences have been valued. The leave encashment expense is included in Note 22 'Employee benefits expense'.

27. RELATED PARTY TRANSACTIONS

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time), as disclosed below:-

Name of related parties and description of relationship

Name	Relationship
Anuradha Prasad Shukla	Chairperson and Managing Director
Kriti Jain	Company Secretary
Subodh Kumar	Chief Financial Officer
Vijender Negi	Director
B.A.G Films and Media Limited	Enterprises over which key management personnel/Directors or their relatives have significant influence
Skyline Radio Network Limited	Enterprises over which key management personnel/Directors or their relatives have significant influence
News24 Broadcast India Limited	Enterprises over which key management personnel/Directors or their relatives have significant influence
E24 Glamour Limited	Enterprises over which key management personnel/Directors or their relatives have significant influence
ARVR Communications Pvt. Ltd.	Enterprises over which key management personnel or their relatives have significant influence
Skyline Tele Media Services Limited	Enterprises over which key management personnel or their relatives have significant influence

Details of Transactions during the year and balances at the year end (₹ in Lakhs)

Particulars	Key Management Personnel		Enterprises over which KMP /Directors and their relatives are able to exercise significant influence	
	For Year Ended March 31		For Year Ended March 31	
	2025	2024	2025	2024
Remuneration	57.83	--		
Lease rental on Equipments	--	--	21.74	45.21
Income From Advertisement, Programming & Content	--	--	560.15	1,061.78
Office Rent	--	--	28.43	3.60
Reimbursement of administrative Exp.	--	--	14.14	13.65
Advertisement Expenses	--	--	421.78	590.22

Note:-

1. The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.
2. There have been no guarantees provided or received for any related party receivables or payables. For the year ended March 31, 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

3. The remuneration of directors and key executives is determined by the nomination and remuneration committee having regard to the performance of individuals and market trends.
4. All the liabilities for postretirement benefits being 'Gratuity' are provided on actuarial basis for the Company as a whole, accordingly the amount pertaining to Key management personnel are not included above.

28. EARNING PER SHARE

(₹ in Lakhs)

Particulars	For the year ended	
	2024-25	2023-24
(a) Basic Earnings Per Share		
Numerator for earnings per share		
Profit for the year	909.71	803.21
Denominator for earnings per share		
Weighted Average number of equity shares used as denominator for calculating Basic EPS	15,618,800	10,100
Basic Earnings per share (one equity share of ₹ 10/- each)	5.82	7,952.61
(b) Diluted Earnings Per Share		
Denominator for earnings per share		
Weighted Average number of equity shares used as denominator for calculating Diluted EPS	15,618,800	482,660
Diluted Earnings per share	5.82	166.41
Face Value per equity share (one equity share of ₹ 10/- each)	10	10

29 FINANCIAL INSTRUMENTS

a) Fair Value Measurements

Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk. The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received.

b) Categories of financial instruments and fair value thereof

(₹ in Lakhs)

	March 31,2025		March 31,2024	
	Carrying amount	Fair Value	Carrying amount	Fair Value
a) Financial assets				
i) Measured at amortised cost				
Trade receivables	1,405.30	1,405.30	671.92	671.92
Cash and cash equivalents	1,826.72	1,826.72	660.27	660.27
Other financial assets	156.70	156.70	122.13	122.13
Investments	109.84	109.84	109.84	109.84
b) Financial liabilities				
i) Measured at amortised cost				
Trade payables	84.02	84.02	57.85	57.85
Other financial liabilities	--	--	--	--

* Includes current maturities of long term borrowings.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Financial instruments measured at amortised cost.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

The carrying value of current trade receivables, cash and cash equivalents, current loans, trade payables and other financial assets and liabilities are considered to be the same as their fair values due to their short term nature.

c) Financial Risk Management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

Credit risk management

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Refer note 4 for methods, assumptions and information used to measure expected credit losses.

Financial instruments that are subject to credit risk consist of trade receivables, loans, investments, cash and cash equivalents, bank deposits and other financial assets.

The carrying amount of following financial assets represents the maximum credit exposure:

(₹ in Lakhs)

	March 31,2025	March 31,2024
Trade Receivable (Unsecured)		
- Over six months	675.73	124.06
-Less than six months	729.57	547.86
Total	1,405.30	671.92

Trade receivable consists of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of the accounts receivable.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by credit-rating agencies. The credit risk on mutual funds, optionally fully convertible debentures and deposit is limited because the counter parties are generally banks and financial institutions with high credit ratings assigned by credit rating agencies.

ii. Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations including lease liabilities as and when they fall due.

Maturities of financial liabilities

The tables below analyze the company's financial liabilities into relevant maturity grouping based on their contractual maturities.

(₹ in Lakhs)

	Due in 1st year	Due in 2 to 5th year	Due after 5 Years	Total
Contractual maturities of financial liabilities				
March 31, 2025				
Trade payables and other financial liabilities	1005.92	347.17	--	1,353.09

	Due in 1st year	Due in 2 to 5th year	Due after 5 Years	Total
Contractual maturities of financial liabilities				
March 31, 2024				
Trade payables and other financial liabilities	57.85	--	--	57.85
Optionally Fully Convertible Debenture	--	472.56	--	472.56

iii. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

- **Foreign currency risk exposure:**

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the Company. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

The Company's exposure to foreign currency risk as at March 31, 2025 is Rs. 28.02 Lakh (Previous year Rs. 8.91 lakh).

- **Interest rate risk**

The Company's investments are primarily in fixed rate interest bearing fixed deposits with banks. Hence the Company is not significantly exposed to interest rate risk.

- **Other price risk**

The Company is exposed to equity price risks arising from equity investments. The Company's equity investments are held for strategic rather than trading purposes.

- **Equity price sensitivity analysis**

The sensitivity analysis below has been determined based on the exposure to equity price risks at the end of the reporting period.

30. The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the final rules are yet to be framed. The Company will carry out an evaluation of the impact and record the same in the financial statements in the period in which the Code becomes effective and the related rules are published.

31. Additional Regulatory Information – Ratios

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variance
Current Ratio (in times)	Total current assets	Total current liabilities	2.14	2.66	-19.60%
Debt-Equity Ratio (in times)	Total debt consist of Lease liabilities	Total equity	0.57	0.66	-13.99%
Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + finance cost	Debt service = Interest & lease payments	3.78	3.08	22.51%
Return on Equity Ratio (in %)	Net Profit for the year	Average total equity	0.64	2.60	-75.34%
Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	3.43	5.77	-40.51%
Trade payables turnover ratio (in times)	Cost of materials consumed + Changes in inventories of stock-in-trade + Other expenses	Average trade payable	24.74	19.49	26.91%
Net profit ratio (in %)	Net Profit for the year	Revenue from operations	26.39	26.92	-1.97%
Return on Capital employed (in %)	Profit before tax and finance cost	Capital employed = Net worth + Lease liabilities +Deferred tax liabilities	51.64	109.45	-52.82%

32. Previous year's figures have been regrouped/reclassified to be comparable with currents year's classification/disclosures.

The accompanying notes form an integral part of these financial statements

As per our report of even date attached

For and on the behalf of Boars of Directors

For **Joy Mukherjee & Associates**
Chartered Accountants
Firm's Registration No. 006792C

For **Joy Mukherjee & Associates**
Chartered Accountants
Firm Registration No. 006792C

Anuradha Prasad Shukla
Chairperson and Managing Director
DIN: 00010716

Vijender Negi
Director
DIN: 01452412

CA J. Mukherjee
Partner
Membership Number.: 074602
Place: Noida
Date: June 18, 2025

Subodh Kumar
Chief financial officer

Kriti Jain
Company Secretary

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