

**B.A.G. Convergence Limited**

(formerly known as B.A.G. Convergence Private Limited)
CIN: L22121DL2007PLC161935
Corporate Office: FC-23, Sector 16A, Film City, Noida - 201301, U.P.
Tel. : 0120 6354200
E-mail : info@bagconvergence.in
Website : www.bagconvergence.in

BCL/NSE/CA/09/2026-27

Date: May 14, 2026

To

The Listing Department

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra Kurla Complex,
Bandra (East) Mumbai 400051

Ref: Symbol: BAGDIGITAL;

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year Ended On March 31, 2026.

Respected Sir/Madam,

With reference to the above captioned subject, we hereby enclosed the Annual Secretarial Compliance Report as received from M/s Neha Gupta & Associates, Practicing Company Secretary for the financial year ended on March 31, 2026 under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take on your records and acknowledge the same.

Thanking You,

Yours Faithfully,

For B.A.G. Convergence Limited

Kriti Jain

Company Secretary & Compliance Officer

Encl: a/a



SECRETARIAL COMPLIANCE REPORT

OF B.A.G. CONVERGENCE LIMITED

for the financial year ended March 31, 2026

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Board of Directors

B.A.G. Convergence Limited

352, Aggarwal Plaza, Plot No-8 Kondli,

East Delhi, New Delhi - 110096

I, Neha Mishra, Practicing Company Secretary, have examined:

- (a) all the relevant documents and records made available to us and explanation provided by the B.A.G. Convergence Limited (the "listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchange(s);
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification;

for the financial year ended March 31, 2026 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment from time to time; ("**Listing Regulations**")
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendment from time to time;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendment from time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the listed entity during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not applicable to the listed entity during the period under review**);



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the listed entity during the period under review);**
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **(Not applicable to the listed entity during the period under review);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment from time to time;
- (i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018 and amendment from time to time;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act, 2013 and dealing with the listed entity;
- (k) Other applicable Regulations and circulars/ guidelines issued thereunder;

and based on above examination, I hereby report that, during the review period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 13(3): Requirement of Filing Integrated Governance on Investor Grievance Details	Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delay in Reporting of Investor Grievance Report	NSE	Fine	Non-compliance with the requirements pertaining to the Investor Grievance Report within Due Course of time.	NSE: Rs. 2,360/-	The Company has paid fine.	The Management considered the matter and recognized that the non-compliance of provisions is not wilful, and discussed to ensure compliance in future.	N.A.

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations/ Remarks of the Practicing	Observations made in the secretarial compliance report for	Compliance Requirement (Regulations/circulars/guidelines including specific	Details of violation / deviations and actions taken /	Remedial actions, if any, taken by the	Comments of the PCS on the
--------	---	--	---	---	--	----------------------------



Company Secretary in the previous reports	the year ended March 31, 2025	clause	penalty imposed, if any, on the listed entity	listed entity	actions taken by the listed entity
NIL					

I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	None
2	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity - All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	None
3	Maintenance and disclosures on Website: - The Listed entity is maintaining a functional website - Timely dissemination of the documents/ information under a separate section on the website - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	None
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The company does not have any subsidiary company(ies).
6	Preservation of Documents: The listed entity is preserving and maintaining	Yes	None



	records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee	a) Yes b) Not Applicable	(a) None (b) Not Applicable
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	As mentioned in Table (a) above
12	Resignation of Statutory Auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of the	Not Applicable	There were no such transactions during the Review Period.



	LODR Regulations by listed entities.		
13	Additional Non-compliances, if any: No additional non-compliance observed for SEBI regulation/ circular/guidance note etc.	Yes	No additional non-compliance observed for SEBI regulation/ circular/guidance note etc. during the Review Period except mentioned in Table (a) above.

"Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Neha Gupta & Associates
Company Secretaries**

Neha Gupta

**Neha Mishra
Proprietor
M. No.: F10345
CP No.: 9211
UDIN : F010345H000355791**



**Date: 14/05/2026
Place: Noida**