B.A.G. Convergence Limited

(formerly known as B.A.G. Convergence Private Limited)

Policy on Determination of Materiality of Events or Information

{Pursuant to Regulation 30 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015}

1. Objective

The Securities and Exchange Board of India (SEBI) through its Circular dated September 9, 2015 on Continuous Disclosure Requirements for Listed Entities issued under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the **"Listing Regulations"**) provides guidance to listed entities and the entities have the responsibility to make disclosures that are appropriate and would be consistent with the facts of each event.

In accordance with Regulation 30 of the Listing Regulations, the Board of Directors (the "**Board**") of B.A.G. Convergence Limited (the "**Company**") is framed the following policy and procedures with regard to determination of Materiality of events or information which are required to be disclosed to the Stock Exchanges.

The objective of this Policy is to determine the materiality of events and information based on criteria specified under clause (i) of sub-regulation (4) of Regulation 30 of the Listing Regulations and to ensure that the Company shall make disclosure of events / information specified in Para A and B of Part A of Schedule III of the Listing Regulations to the Stock Exchanges, as amended from time to time.

2. Definitions

In this Policy unless the context otherwise requires

a. "**Act**" means the Companies Act, 2013 and rules made thereunder, as amended from time to time.

b. **"Listing Regulations"** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

c. "**Stock Exchange(s)"** means stock exchange(s) where the Equity Shares of the Company are listed.

d. **"Company"** means B.A.G. Convergence Limited.

e. **"Policy"** means this Policy for determining Material and Price Sensitive Information.

f. **"Key Managerial Personnel"** means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013.

g. **"Board" or "Board of Directors"** shall mean the Board of Directors of B.A.G. Convergence Limited, as may be re-constituted from time to time.

h. **"Financial Year"** shall have the same meaning ascribed to it under the Act.

i. **"Material Information/event"** shall mean information/event as prescribed under Clause 4 of this Policy.

j. **"Relevant Employees"** shall encompass the Functional Heads of the Company, the person who may be designated by the Functional heads and shall include employees of the Company who deals with or comes into possession of potential material information/event in the course of the performance of his/her duties.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. Effective Date

This policy is effective from October 10, 2025

4. Criteria for Determining of Materiality

While determining the materiality of an event/information, the designated authority shall consider the criteria given in sub-regulation (4) of Regulation 30 of the Listing Regulations, enumerated below:

(a) the omission of an event / information, which is likely to result in discontinuity or alteration of event or information already available publicly;

or

(b) the omission of an event / information is likely to result in significant market reaction if the said omission came to light at a later date;

or

(c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

1. two percent of turnover, as per the last audited consolidated financial statements of the listed entity;

2. two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;

3. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;

Accordingly, any transaction exceeding the lower of i, ii or iii above, with an annual impact in value, will be considered for the above purpose.

(d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the listed entity, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the listed entity within thirty days from the date of coming into effect of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023

The CFO and Company Secretary of the Company shall also assist the relevant employees of the Company in identifying any potential material event or information and reporting the same to the authorized Key Managerial Personnel, in terms of sub-regulation (5), for determining the materiality of the said event or information and for making the necessary disclosures to the stock exchange(s).

4. **Disclosure of events / information**

a. For the avoidance of doubt, events listed in Para A – Part A of Schedule III of SEBI Listing Regulations shall be disclosed without application of materiality criteria defined in the SEBI Listing Regulations and events or information specified in Para B of Part A of Schedule III of SEBI Listing Regulations will be disclosed based on application of materiality criteria.

b. In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

   Provided that for the purpose of disclosure under Regulation 30 of the SEBI Listing Regulations, the sectoral regulators and enforcement authorities, as prescribed under the Industry Standards on Regulation 30, shall be applicable.

c. The Company shall first disclose to the Stock Exchange(s) all events or information which are material in terms of the provisions of this Policy as soon as reasonably possible and in any case not later than the timelines prescribed under the SEBI Listing Regulations.

5. **When an Event /Information can be said to have Occurred**

In certain instances, the occurrence of material events / information would depend upon the stage of discussion, negotiation or approval and in other instances where there is no such discussion, negotiation or approval required e.g. in case of natural calamities, disruptions etc., it would depend upon the timing when the company became aware of the events / information.

The events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an officer of the entity has, or ought to have reasonably come into possession of the information in the course of the performance of his duties.

Here, the term “officer” shall have the same meaning as defined under the Companies Act, 2013 and shall also include promoter of the Company.

6. **Timing of disclosure**

1. The Company shall disclose all information/event which are material in accordance with the Policy as soon as reasonably possible and in any case not later than the following:

   i. thirty minutes from the closure of the meeting of the Board of Directors in which the decision pertaining to the information/event has been taken;
   ii. twelve hours from the occurrence of the information/event, in case the information/event is emanating from within the listed entity;

iii. twenty-four hours from the occurrence of the information/event, in case the information/event is not emanating from within the listed entity:

Provided that disclosure with respect to events for which timelines have been specified in Part A of Schedule III shall be made within such timelines:

2. The Company shall disclose to the stock exchange(s) material updates on the information/event disclosed under this Policy till such time the information/event is resolved/closed, with relevant explanations.

Without prejudice to the generality of provisions of this Policy, the Company may make disclosures of any information/event as specified by the Board from time to time.

7. **Policy Dissemination**

This Policy shall be disclosed on the company's website www.bagconvergence.in. The contact details of the authorized person shall be disclosed to Stock Exchange(s) and be made available on the Company's website as aforesaid.

All disclosures of material events/ information, made to the stock exchanges, shall also be disclosed on the website of the Company www.bagconvergence.in and such disclosures shall be hosted on the website for a minimum period of 5 years. After that, the disclosure shall be archived as per Company's Archival Policy.

8. **Authority for Evaluating Events/Information as Material**

The following Key Managerial Persons shall, having regard to the provisions of Regulation 30 of the Listing Regulations, as may be in force from time to time, read with guidance, circular and other supplementary text issued thereupon, shall, take a view on materiality of an event/ information qualifying for disclosure under clause 30 of the Listing Regulations, decide the appropriate time at which such disclosure is to be filed with Exchange and details that may be filed in the best interest of present and potential investors:

Sr. No.	**Name and Designation of KMP**	**Contact Details**
1	Ms. Anuradha Prasad Shukla Chairperson and Managing Director	anurradha@bagnetwork.in 91 120 6354200

2	Mr. Subodh Kumar Chief Financial Officer	subodh.kumar@bagconvergence.in 91 120 6354200
3	Ms. Kriti Jain Company Secretary & Compliance Officer	kriti.jain@bagnconvergence.in 91 120 6354200

The contact details of all the above KMPs shall be also disclosed to the stock exchange(s) and as well as on the website of the Company.

9. **Amendment**

Any or all provisions of this Policy would be subject to the revision/ amendment to the Listing Regulations or related circular, notification, guidance notes issued by SEBI or relevant authority, from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Board of Directors or any of its Committees.

10. **Scope & Limitations**

The Company shall disclose all events or information with respect to subsidiaries which are material for the listed entity

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations/ Act or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force. All other provisions of the Act or Listing Regulations or any other statutory enactments or rules, the provisions of Listing Regulations/ Act or statutory enactments, rules; which are not dealt with/ mentioned under this Policy shall also be applicable.