PRO CLB GLOBAL LIMITED
(FORMERLY KNOWN AS PROVESTMENT SERVICES LIMITED)
CIN: L74899DL1994PLC058964 GST NO. 07AAACP1326P1ZB
E-mail: cs@proclbglobal.com Telephone No. +91 9893342402
Website: www.proclbglobal.com

Date: 24th February, 2026

To,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers Dalal Street,
Mumbai-400001

ISIN: INE438C01010
SCRIP CODE: 540703

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Execution of Memorandum of Understanding with Dream Media Network Private Limited

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that Pro CLB Global Limited has entered into a Memorandum of Understanding (MOU) dated 23rd February, 2026 with Dream Media Network Private Limited to explore a strategic association.

The proposed transaction contemplates acquisition of up to 35% stake in DMNPL through a share swap/equity issuance arrangement based on independent valuation, with a provision to increase the stake up to 100% subject to performance milestones, regulatory approvals and execution of definitive agreements.

The MOU is non-binding, except for customary clauses relating to confidentiality and exclusivity, and is subject to necessary approvals and due diligence.

Further updates will be disclosed as and when required under applicable regulations.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For PRO CLB GLOBAL LIMITED

HEMANT KUMAR SHANTILAL MEHTA

Digitally signed by HEMANT KUMAR SHANTILAL MEHTA
Date: 2026.02.24 14:37:58 +05'30'

Hemant Shantilal Mehta
Director
DIN: 05303980

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (**"MOU"**) is made and entered into on this 23rd day of February, 2026 (**"Effective Date"**).

BETWEEN:

Pro CLB Global Limited (formerly known as Provestment Services Limited), a public limited company incorporated under the Companies Act, 1956, having its registered office at **5/34, Third Floor, Pusa Road, Karol Bagh, New Delhi – 110005,** with Corporate Identification Number (CIN) **L74899DL1994PLC058964** (hereinafter referred to as **"Pro CLB"**, which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors and permitted assigns);

AND:

Dream Media Network Private Limited, a private limited company incorporated under the Companies Act, 2013, having its registered office at **Property no G-165, First Floor, Sector 63, Noida, Uttar Pradesh - 201301,** (hereinafter referred to as **"DMNPL"**, which expression shall, unless repugnant to the context or meaning thereof, be deemed to include its successors and permitted assigns).

Pro CLB and DMNPL are hereinafter collectively referred to as **"Parties"** and individually as a **"Party"**.

1. PURPOSE AND STRATEGIC ASSOCIATION

The Parties intend to enter into a strategic association aimed at leveraging their mutual strengths through a **share swap arrangement**. This association is intended to synergize the business operations and digital reach of DMNPL with the corporate and investment expertise of Pro CLB.

2. TRANSACTION OVERVIEW

2.1 The Parties propose a **strategic association** to be implemented through a **share swap / equity issuance arrangement**, based on independent valuation of both Parties.

2.2 The transaction shall be structured in a manner compliant with all applicable laws, including SEBI regulations applicable to listed companies.

3. PROPOSED EQUITY STRUCTURE

3.1 Initial Acquisition
Pro CLB shall acquire up to **35% of the fully diluted equity share capital** of DMNPL.

3.2 Future Upside
Subject to achievement of agreed performance milestones, valuation review, and regulatory approvals, Pro CLB may increase its stake in DMNPL up to **100%.**

3.3 Nature of Consideration
Consideration shall be discharged through **issue and allotment of equity shares by DMNPL** to Pro CLB (or its nominees) pursuant to a share swap ratio derived from independent valuation.

4. VALUATION AND FAIRNESS

4.1 Valuation of Pro CLB and DMNPL shall be conducted by an **independent registered valuer** in accordance with:

- Companies Act, 2013;
- Income-tax Rules (Rule 11UA / 11UAA);
- SEBI regulations, where applicable.

4.2 Where required under SEBI LODR Regulations, a **fairness opinion from a SEBI-registered merchant banker** shall be obtained by Pro CLB.

5. GOVERNANCE AND CONTROL RIGHTS

5.1 Board Representation
Pro CLB shall have the right to nominate directors on the Board of DMNPL proportionate to its shareholding.

5.2 Affirmative / Protective Rights
Notwithstanding its shareholding being below majority, Pro CLB shall enjoy **affirmative rights equivalent to 50% control**, covering reserved matters to be specified in the Shareholders' Agreement.

5.3 **Reserved Matters** shall typically include:

- alteration of capital structure;
- related party transactions;

- change in business line;
- borrowings beyond agreed limits;
- merger, acquisition, divestment;
- appointment or removal of key managerial personnel.

6. PERFORMANCE MILESTONES

6.1 Increase in stake beyond 35% shall be linked to:

- financial performance benchmarks;
- operational growth metrics;
- regulatory and statutory compliance track record.

6.2 Detailed milestones shall be documented in definitive agreements.

7. REGULATORY AND LISTED COMPANY COMPLIANCE

7.1 The transaction shall be subject to compliance with:

- SEBI (LODR) Regulations, 2015;
- SEBI (SAST) Regulations, 2011;
- SEBI (ICDR) Regulations, 2018, if applicable;
- SEBI (PIT) Regulations, 2015;
- Companies Act, 2013;
- Stock exchange circulars and guidelines.

7.2 Mandatory approvals shall include:

- Audit Committee approval of Pro CLB;
- Board approvals of both Parties;
- Shareholder approvals, where required;
- In-principle approval from stock exchange(s), if applicable.

7.3 The structure shall be designed to avoid unintended triggering of open offer obligations under SEBI SAST Regulations, or otherwise comply strictly with such regulations.

M. Ahok

8. DISCLOSURES

8.1 Pro CLB shall make necessary disclosures under Regulation 30 and other applicable provisions of SEBI LODR Regulations, as and when required.

8.2 The timing and content of disclosures shall be mutually coordinated.

9. CONDITIONS PRECEDENT

The transaction shall be subject to satisfaction of customary conditions precedent, including:

- receipt of all statutory and regulatory approvals;
- completion of legal, financial and commercial due diligence;
- execution of definitive agreements.

10. LOCK-IN AND TRANSFER RESTRICTIONS

10.1 Shares issued pursuant to the transaction shall be subject to **lock-in**, if any, as prescribed under applicable SEBI regulations.

10.2 Transfer restrictions, tag-along and drag-along rights shall be incorporated in definitive agreements.

11. EXCLUSIVITY

During the term of this Term Sheet, DMNPL shall not engage with third parties for a competing transaction without prior written consent of Pro CLB.

12. VALIDITY

This Term Sheet shall remain valid for **three (3) months** from the date of execution, unless extended by mutual written consent.

13. BINDING / NON-BINDING

This Term Sheet is **non-binding**, except for clauses relating to Confidentiality, Exclusivity, Governing Law, and Dispute Resolution.

14. GOVERNING LAW AND DISPUTE RESOLUTION

This Term Sheet shall be governed by the laws of India. Any dispute shall be resolved by arbitration under the Arbitration and Conciliation Act, 1996, with seat at Ahmedabad-Gujarat India.

15. NEXT STEPS

Upon execution of this Term Sheet, the Parties shall proceed to negotiate and execute:

- Share Swap / Share Subscription Agreement;
- Shareholders' Agreement;
- Any ancillary agreements required for implementation.

For Pro CLB India Limited
Name: Monil Navinchandra Vora
Designation:CEO
Signature: M.N.V.D
Date: 23 Feb 2026

For Dream Media Network Private Limited
Name: Sunil Raut
Designation: Director
Signature:
Date: 23 Feb 2026

VK NEWS
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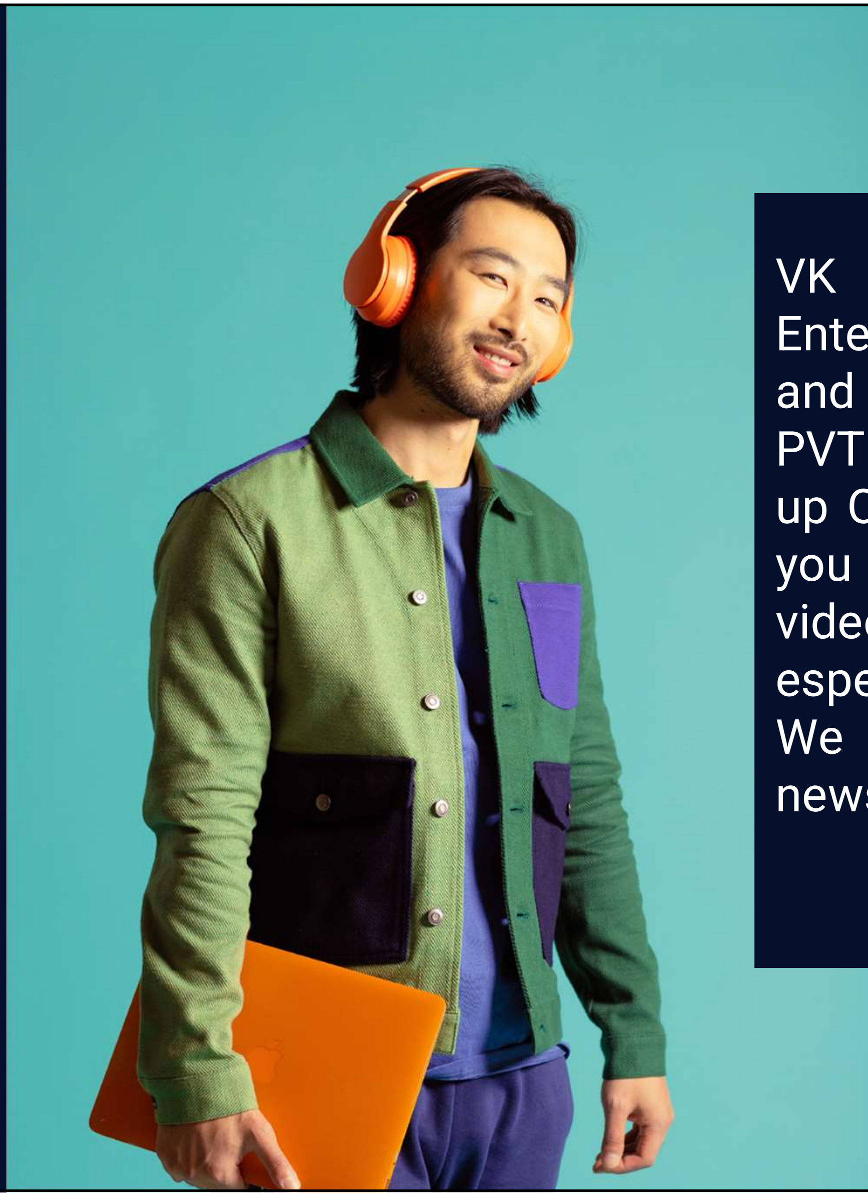
DREAM MEDIA NETWORK PRIVATE LIMITED

Address	:	Property no G- 165 First Floor Sector 63, NOIDA Uttar Pradesh
Contact	:	+91 99110 52382 +91 88821 47536
Email id	:	vknewsofficial@gmail.com
Website	:	http:/www.vknewsindia.in/
Youtube	:	www.youtube.com/vknewsofficial
Twitter	:	Twitter.com/VKNewsofficial
Instagram	:	www.Instagram.com/vknewsofficail/

VK NEWS राष्ट्र के नाम

Agenda

Agenda



VK News, India's Premium Online Entertainment/News Network, owned and operated by Dream Media Network PVT LTD Noida UP. VK News is a start-up Online web TV News channel, where you can watch latest Hindi News, Viral videos & entertainment News created especially for the youth, across genres, We are crazy!!. We are mad about news!!.

VK NEWS
राष्ट्र के नाम

SUNIL RAUT
Founder, Chairman and Editor in Chief

MK VERMA
Operational Head

PRASHANT RUHELA
Editor, Uttar Pradesh

HEMANT KEWALIYA
Managing Editor

KULDEEP SINGH RAJPUT
Business Developer

KUMAR VIKAS
Input Editor

H

VK News have good infrastructure and very soon come with the satellite channel. It will very soon spread in every part of India and provide with the best true and fair news which are not biased.

OUR PRODUCTS

Youtube New Channels:

- VK News MP
- VK News Bihar
- VK News Uttar Pradesh
- VK News Rajasthan
- VK News Delhi, Haryana
- VK News Himanchal
- VK News Marathi
- VK News Jammu & Kashmir

For Entertainment -Channel:

- Bollywood Kida

For Spiritual- Channel:

- Sanatan TV

VK NEWS
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Key Partners

- Content Creators
- Media Companies

Key Activities

- Making People Watch More
- Developing & Optimisng Advertising Tools

Key Resources

- Search & Indexing Algorithms

Value Propositions

- Give Everyone a Voice
- Let Everyone See the World

Customer Relationships

- Platform Based Self Service

Channels

- YouTube.com
- Mobile
- Embedding on Websites

Customer Segments

- Mass Market Users
- Advertisers

YouTube

Cost Structure

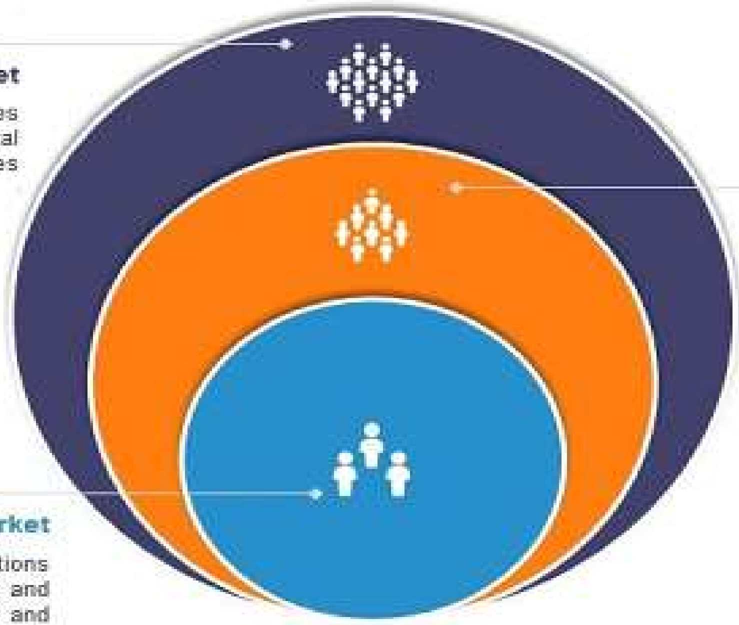
- Data Centres
- Platform Development

Revenue Streams

- Advertisers
- Free

Global Market Size with Target Opportunity

This slide shows the Total Addressable Market (total market demand for the product), Served Available Market (actual audience that can be reached) and Target Market basis on which the growth and marketing strategies are formulated



Total Available Market

Includes the entire audience that uses e-commerce, cloud computing, digital streaming and artificial intelligence services globally

Served Available Share

People with age groups 18 and above and between annual income

Target Market

Serve People from nations that are technology lovers and understand their buying behavior and analyze their preferred purchase channel

VK NEWS राष्ट्र के नाम

INDIAS FIRST 24*7 DIGITAL NEWS CHANNEL

WORK

VK NEWS
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Competitive Landscape

The evolution of the television news is as important a milestone for humankind as was the postal system which offered the first proof of global connectivity. The television news industry has become prominent, expanding its reach to every house through television sets in recent years. In 2020, news channels comprised 43% of the total registered channels in India. Furthermore, in the same year news genre viewership was 10.4%, third after YouTube channel and Movies and it saw an increase of 43% viewership during the first 26 weeks in 2020, compared to the corresponding period in 2019. Yet, the composition and mechanism of the television news industry remain unexplored. Therefore, the article attempts to understand the television news industry and its composition which is a complex intersection of multiple forces, often comprising contesting and concurring with each other.

WHY NEED FUND

NEED TO STAND BETWEEN THIS BELOW LIST

Need to Stand and compete with the top Big News Channels in next 2-5 years.

YOUR BRAND NAME

Valuation as per Rule 11U and Rule 11UA of the Income Tax Rules.

Three methods are prescribed for valuation:

1. Income method
2. Net Asset Value
3. Market Approach

We have followed Discounted Cash Flow Method (DCF). The DCF method uses the future free cash flows of the Firm/ equity holders discounted by the Cost of Capital/ Equity, respectively to arrive at the equity Value of the company. In general, DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generating potential of a business. DCF analysis is based mainly on the following elements Projection of Financial Statements (Key Value driving factors) 4. As per the Discounted Cash Flow valuation method and considering the company being as a going concern the fair value of Equity Shares will be Rs.5163.33/- per share

Planning for Next one year

News 24*7 News Channel-

Digital Media is booming in india we have a large number of subscribers base channels and veivers which can beneficial for political parties in election campaign

Elections in India-

2022- Himachal Gujrat
2023- MP CG Rajasthan Tamilnadu
2024- Maharashtra And General Elections which is the biggest festival of Indian democracy.

Minimum fund generation in this election
5 Cr Maximum 10 Cr

Digital online ads and google ads income- 1.5 Cr for only VK News
Regional channels Income- 50 Lakh

New Digital Venture

This time is for digital and OTT platforms. Everyone in India watches content on these platforms. We can create good content for the viewers. We have a ready platform with Million of Subscribers on youtube. which will help us to earn money from the first day.

Web series Channel proposed Income for one year- 60Lakh

The Crime Story is the same concept for the viewers. This is based on real crime based stories which are reconstructed by our team. Like Crime petrol, Dastak and CID.
proposed Income for one year- 30 Lakh

Music Channel & app

The Digital Music industry is booming. Music channels earn Billions of the dollar from Apps and Youtube.
Target first Year- only 25 Lakh

New Digital Venture

Spiritual Music App

This time is good for Hinduism and Spirituality. Everyone is talking about it.
Target first Year- only 25 Lakh

Sanatan Kids.

Content for Kids is most popular on Youtube. Many channels make billion dollars from this segment. We have a unique idea for this segment. We can fill this vacuum and create money from this segment.

Target first Year- only 30 Lakh

https://www.networthspot.com/youtube-kids/net-worth/

New Digital Venture

The Media Academy-

This venture helps us for the cheapest and free work force for all our ventures.
We have a huge audience and free ad network for this venture.
The Media and Digital industry is booming. Market needed Skilled and trained Editors, Camerapersons, Digital Marketing executive, Anchors producers and reporters.

Proposed Income-
Minimum- 100 Student for Diploma
40K per student for diploma 100*40000 = 4000000

10 Student for Degree Course
Fees 100k per Student 10*100000=. 1000000

Minimum 50 Lakh for First year

Proposed Project- Requirement 5Crore

- Own Satellite Channel
- Global Recognition
- Educational Setup for Student who are interested in the same portfolio
- Register ourself in Opening of Academy

CURRENT EQUITY STRUCTURE

SUNIL RAUT (PROMOTER)	**60%**
BHAWNA	**40%**

NOT FUND RAISED TILL DATE

FUND REQUIRED 5 CRORES

AS PER REQUIREMENT CAN DILUTE UPTO 40% SHAREHOLDING OR IN FORM OF DEBT AS PER TERMS AND CONDITION ACCEPTED

UTILIZATION OF FUNDS

For Running Business expansion
2.5 Cr License, Teleport & Distribution for 1 year
50 Lakh Encoder-Decoder and other required equipment
Running Capital for First three month for 24*7 News Channel- 50 lakh
New Digital venture (1.5 Cr)

Web-series Channel-
For Platform (New Youtube Channel, App, Facebook Page)- 25 Lakh
Production- 10 Lakh

The Crime Story- Crime Based channel
For Platform (New Youtube Channel, App, Facebook Page)- 15 Lakh
Production- 5 Lakh

Music Channel & app (For Independent Music Creator)
For Platform (New Youtube Channel, App, Facebook Page)- 25 Lakh
Production- 10 Lakh

Spiritual Music App (Bhajan Mantra and spiritual Musical content)
For Platform (New Youtube Channel, App, Facebook Page)- 10 Lakh
Production- 5 Lakh

Sanatan Kids. (Kids Channel)
For Platform (New Youtube Channel, App, Facebook Page)- 10 Lakh
Production- 10 Lakh

Media Academy
Space, Furniture, Equipment, Running capital for one year - 25 Lakh

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THANK YOU