



Basilic Fly Studio Limited

CIN : L92100TN2016PLC103861

044 6172 7700
info@basilicfly.com
www.basilicflystudio.com



February 23, 2026
Ref: NSE/207/2025-26

To,
The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Symbol: BASILIC
ISIN: INE0OCC01013

Dear Sir/ Madam,

Sub.: Notice of Postal Ballot by voting through electronic means

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated February 13, 2026, along with the Explanatory Statement thereto, for seeking approval of the Members of the Company for the below mentioned resolutions.

S.No.	Description of the Resolution	Type of Resolution
1.	Appointment of Ms. Ravichandran Chitra (DIN: 07749125) as an Independent Director of the Company	Special Resolution
2.	Appointment of Alagar & Associates LLP (Formerly known as M. Alagar and Associates) as Secretarial Auditors of the Company for a term of five consecutive years	Ordinary Resolution
3.	Material Related Party Transactions with Basilic Fly Studio Canada Limited	Ordinary Resolution

In compliance with the applicable circulars, issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on Friday, February 13, 2026 ("Cut-off date").



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The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to its members. The remote e-voting period will commence on Tuesday, February 24, 2026, at 9:00 a.m. (IST) and will conclude on Wednesday, March 25, 2026, at 5:00 p.m. (IST).

The Postal Ballot Notice is also being hosted on the website of the Company at:
www.basilicflystudio.com

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For Basilic Fly Studio Limited

Ikkurthi Chandramohan
Company Secretary & Compliance Officer
M.No: F10194



Postal Ballot Notice



CIN: L92100TN2016PLC103861

Registered Office: Tower A, Krc Comme zone Mount

Poonamallee Road, Porur Chennai- 600116

Tel: 044-61727700,

E-mail id: info@basilicfly.com; Website: www.basilicflystudio.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, February 24, 2026, at 9:00 a.m. (IST)	Wednesday, March 25, 2026, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act ("Act") and all other applicable provisions, if any, of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as '**MCA Circulars**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out below are proposed to be passed by way of Postal Ballot only through Remote e-Voting i.e. voting through electronic means ('E-Voting').

Pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement pertaining to the proposed resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Purva Shareregistry Pvt Ltd, the Company's Registrar and Transfer Agent RTA/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through Remote e-Voting system. The detailed procedure for Remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form



physically. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 13th February, 2026 ('Cut-off date').

The Postal Ballot Notice will also be available on the website of the Company at www.basilicflystudio.com, website of the Stock Exchange i.e. National Stock Exchange of India Limited, www.nseindia.com and on the website of our e-Voting agency i.e. NSDL e-Voting website at www.evoting.nsdl.com.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **Wednesday, March 25, 2026**. Remote e-Voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed the Alagar & Associates LLP, (Formerly known as M. Alagar and Associates), Company Secretaries (Firm Registration No. L2025TN019200) having office at Temple Tower 7th Floor, H-5, 672, Anna Salai, Nandanam, Chennai, Tamil Nadu 600035, to act as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before **Friday, March 27, 2026**. The same will be displayed on the website of the Company: www.basilicflystudio.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to National Stock Exchange of India Limited ('NSE') where the Company's equity shares are listed and be made available on their respective websites.

SPECIAL BUSINESS

ITEM NO. 1:

APPOINTMENT OF MS. RAVICHANDRAN CHITRA (DIN: 07749125) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Ravichandran Chitra (DIN:

07749125), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 23rd January, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 23rd January, 2026 up to 22nd January, 2031.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

ITEM NO. 2:

APPOINTMENT OF ALAGAR & ASSOCIATES LLP (FORMERLY KNOWN AS M. ALAGAR AND ASSOCIATES) AS SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 (‘the Act’), Regulation 24A 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 and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Alagar & Associates, LLP Company Secretaries (Formerly known as M. Alagar and Associates) (Firm Registration No.: L2025TN019200), holding valid peer review certificate (6814/2025) issued by the Institute of Company Secretaries of India, be and are hereby appointed as the Secretarial Auditors of the Company for the first term of five (5) consecutive years commencing from FY 2025-26 to FY 2029-30 (both inclusive), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

ITEM NO. 3

MATERIAL RELATED PARTY TRANSACTIONS WITH BASILIC FLY STUDIO CANADA LIMITED

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the applicable provisions of the



Companies Act, 2013 ('Act'), read with related rules, if any, each as amended from time to time, and the Policy on Related Party Transaction(s) of Basilic Fly Studio Limited ('Company/Basilic Fly') and based on the approval of the Audit Committee, the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**'), to continue with the existing contract(s) / arrangement(s) / transaction(s) and/or enter into/execute new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or series of transactions taken together or otherwise) as mentioned in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Basilic Fly Studio Canada Limited ('**BFS Canada**'), subsidiary company of the Company, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and BFS Canada, for an aggregate value up to Rs.75 crore exclusive of applicable taxes, for FY 2025-26, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Key Managerial Personnel(s) or any other officer or the Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects"

**By Order of the Board of Directors
Basilic Fly Studio Limited**

Sd/-

**Ikkurthi Chandramohan
Company Secretary & Compliance Officer
M.No: F10194**



Registered Office:

Tower A, Krc Comme zone Mount
Poonamallee Road, Porur
Chennai- 600116
CIN: L92100TN2016PLC103861
Email ID: info@basilicfly.com
Website address: www.basilicflystudio.com

Place: Chennai

Date: 13th February, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') setting out the material facts and reasons for the proposed Resolutions of the Postal Ballot.
2. In compliance with the provisions of Section 110 read with Section 108 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned hereinunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / RTA/ Depositories as at close of business hours on 13th February, 2026 i.e. **Cut-off date**, and whose e-mail addresses are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those members who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given hereinunder.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through



Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.

5. A copy of the Postal Ballot Notice is available on the website of the Company at : www.basilicflystudio.com, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com respectively, and on the website of NSDL (e-Voting agency) www.evoting.nsdl.com.
6. All documents referred to in the Postal Ballot Notice will be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to cs@basilicfly.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period **Monday, February 23, 2026 to Wednesday, March 25, 2026**.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or to Company's Registrar & Transfer Agent, M/s. PURVA Shareregistry (India) Pvt. Ltd. at Unit No. 9, Shiv shakti Ind. Estt. JR Boricha Marg Lower Parel (E) Mumbai 400011, in case the shares are held by them in physical form.
8. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and the same shall also be displayed on the Company's website: www.basilicflystudio.com.
9. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed Resolutions only through the Remote e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Postal Ballot Notice.
11. **The Remote e-Voting will commence Tuesday, February 24, 2026, at 9:00 a.m. IST and will end on Wednesday, March 25, 2026, at 5:00 p.m. IST.** Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.



12. Members are requested to cast their vote through the Remote e-Voting process not later than **5.00 P.M. IST on Wednesday, March 25, 2026**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the vote on the Resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
13. The vote in this Postal Ballot cannot be exercised through proxy.
14. The Company has appointed M/s. Alagar & Associates, (formerly known as M. Alagar and Associates (Firm Registration No. L2025TN019200) Company Secretaries for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.
15. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before Friday, March 27, 2026. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding.
16. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.basilicflystudio.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchange, National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed.
17. The Resolutions, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Wednesday, March 25, 2026** i.e. the last date specified for receipt of votes through the Remote e-Voting process.
18. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-Voting for the resolution set out in this Postal Ballot Notice:
 - (a) **Registration of email addresses with PURVA Shareregistry (India) Pvt. Ltd. (RTA):** Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA to update the e-mail with their respective DPs. The details can be obtained from Purva Shareregistry (India) Pvt. Ltd (RTA)'s website.
 - (b) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by

the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.

- (c) **Alternatively**, Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing Demat account no. / Folio no. and scanned copy of the Share Certificate (front and back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

19. The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. b) Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page

click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

c) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

d) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

iv. Your User ID details are given below:

-For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).

For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).

-For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 138579 then user ID is 138579001***).

v. Password details for shareholders other than Individual shareholders are given below:



- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

-How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

-Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

-Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

-If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

-Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- i. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ii. Now, you will have to click on "Login" button.
- iii. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.

b) Select 'EVEN' of the Company for which you wish to cast your vote during the Remote e-Voting period. (EVEN of the Company for this Postal Ballot is '138579')

c) Now you are ready for e-Voting as the Voting page opens.

d) Cast your vote by selecting appropriate options



i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

e) Upon confirmation, the message "Vote cast successfully" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-Mail alagar@alagarassociates.com with a copy marked to evoting@nsdl.com.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

-In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

**By Order of the Board of Directors of
Basilic Fly Studio Limited**

Sd/-

**Ikkurthi Chandramohan
Company Secretary & Compliance Officer
M.No.: F10194**

Registered Office:

Tower A, Krc Comme zone Mount
Poonamallee Road, Porur,
Chennai- 600116
CIN: L92100TN2016PLC103861
Email ID: info@basilicfly.com
Website address: www.basilicflystudio.com

Place: Chennai

Date: 13th February, 2026

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1:

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board had approved the appointment of Ms. Ravichandran Chitra (DIN: 07749125) as an Additional Director of the Company with effect from 23rd January, 2026. Subject to the approval of shareholders, the Board has also approved Ms. Ravichandran Chitra (DIN: 07749125) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd January, 2026 till 22nd January 2031, in accordance with Sections 149, 150 and 152 of the Act and in line with the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Ms. Ravichandran Chitra shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Ravichandran Chitra is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received a notice from a Member under Section 160(1) of the Act indicating the intention to propose Ms. Ravichandran Chitra as an Independent Director of the Company. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence.

The Company has received all the statutory declarations/disclosures from Ms. Ravichandran Chitra including the following:

- (a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (b) confirmation that she meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- (c) confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (d) confirmation that she is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- (e) declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.



Further the requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice have been given in the Annexure-A to this Notice.

In the opinion of the Board, she is a person of integrity who has experience and expertise across industries for appointment on the Board, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations each as amended. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members. Members who wish to inspect the same can send a request to the e-mail address mentioned in the notes to the Notice.

Ms. Ravichandran Chitra would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where she is a member. None of the Directors or KMPs of the Company or their respective relatives other than Ms. Ravichandran Chitra, to whom the Resolution relates are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 1 of the Notice. Ms. Ravichandran Chitra is not related to any Director or KMP of the Company.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Brief Profile:

Ms. Ravichandran Chitra is a senior HR professional with over 40 years of experience spanning Human Resources, Payroll, Statutory Compliances and Employee Relations. She holds a bachelor's degree in commerce from Madurai University and a PG Diploma in Personnel Management & HR from the Madras School of Social Work.

She began her career with Hindustan Unilever Limited in 1985, gaining wide exposure across finance, logistics and HR over a period of 22 years, including lead roles in employee welfare, performance management, HR systems and union settlements. She subsequently worked in Corporate HR role at Sanmar Group and later headed and led HR functions in organisations including Nippon Paint and Navin's Developers.

Ms. Ravichandran Chitra is the Founder and CEO of the REXA Group, comprising REXA Insurance Broking Services Private Limited and REXA Prime Solutions Private Limited, engaged in HR consulting, payroll management, statutory compliance and insurance broking. She also serves as an Independent Director on the board of Bafna Pharmaceuticals Limited.

ANNEXURE-A

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings]

Name of the Director	Ms. Ravichandran Chitra
DIN	07749125
Date of Birth	25.04.1961
Age	64 years
Date of first appointment on the Board	23.01.2026
Qualifications	PGDPM in Human Resources
Expertise/Skills	Wide range of experience of more than four decades in HR & Payroll and other diverse areas including Human Resources Management, Payroll, Statutory Compliances, Insurance, Legal interventions and finance accounting.
Terms and conditions of appointment	Appointment as an Independent Director for a period of five years commencing from January 23, 2026 to January 22, 2031 and is not liable to retire by rotation
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meeting if any, where she is a member
Details of Remuneration last drawn	Nil
Names of listed entities in which the person holds Directorships	Bafna Pharmaceuticals Limited
Memberships / Chairmanships of Committees of other Listed companies	Bafna Pharmaceuticals Limited -Audit Committee (Member) -Nomination and Remuneration Committee (Member) -Stakeholder Relationship Committee (Chairperson) -Corporate Social Responsibility Committee (Chairperson)
Details of Listed entities from which she has resigned during the last three years	Nil
Number of Equity Shares held in the Company	Nil
Number of meetings attended during the year 2025-26	1
Relationship between the directors inter-se	Ms. Ravichandran Chitra is not related to any directors of the Company

ITEM NO.2

As per Section 204 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board’s Report, a secretarial audit report, issued by a Practising Company Secretary. Further, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and the appointment shall be approved by the shareholders on the recommendation of Board.

Under the Listing Regulations, every listed entity shall basis recommendation of the Board of Directors appoint / re-appoint an individual as a secretarial auditor for not more than one term of five consecutive years or a secretarial audit firm as secretarial auditor for not more than two terms of five consecutive years, subject to shareholders’ approval. Further, the secretarial auditor should not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India (“SEBI”).

In order to comply with the Main Board Compliances and basis the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on 13th February, 2026, has approved the appointment of M/s. Alagar & Associates LLP (Formerly known as M. Alagar and Associates (“the Firm”) a peer reviewed firm of Company Secretaries (Firm Registration No. L2025TN019200), as Secretarial Auditors of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company.

Brief Profile:

M/s. Alagar & Associates LLP, Company Secretaries, was founded by Mr. M. Alagar, who brings with him over 15 years of experience as a practicing Company Secretary and more than 20 years of expertise in diverse areas including Corporate and Securities Laws, Listing and Post Listing Regulations under SEBI, FEMA, Intellectual Property Rights (IPR), Due Diligence, Mergers and Acquisitions , Employee Stock Option Plans (ESOPs), Transaction Advisory Services, as well as drafting and vetting of transaction documents, business valuation and option valuation.

Eligibility:

The Firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company under the Act, Listing Regulations and Circular(s) issued by SEBI in this regard and have given their consent for their appointment as Secretarial Auditor of the Company.

**Term of Appointment:**

The Firm is proposed to be appointed as Secretarial Auditor of the Company to hold the office for first term of 5 (five) consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, subject to approval of the Members of the Company.

Remuneration:

The proposed remuneration payable to the Secretarial Auditors to conduct the Secretarial Audit for the Financial Year 2025-26 shall be ₹ 2,35,000 (Rupees Two Lakhs and Thirty Five Thousand Only) in addition to out-of-pocket expenses and subject to taxes as applicable. The remuneration proposed to be paid to the Secretarial Auditor for the Financial Year 2026-27 till the Financial Year 2029-30 will be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditors, which will be commensurate with the scope of work and other requirements as mutually agreed.

Basis of recommendation:

The Audit Committee and the Board of Directors has recommended the appointment of M/s. Alagar & Associates LLP (Formerly known as M. Alagar and Associates), as Secretarial Auditors of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them and reputation of the Firm.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

ITEM NO.3

In terms of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, all material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (2), shall require prior approval of the shareholders through resolution and the related parties shall abstain from voting on no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.



Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Also, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular'). The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

Basilic Fly Studio Canada Limited ('BFS Canada') is an unlisted foreign subsidiary of Basilic Fly Studio Limited ('Company'/'Basilic Fly') engaged in the business of providing VFX services, animation and other services. Basilic Fly Studio Limited holds 90.63% of BFS Canada, which was incorporated on 02 July, 2021. Since both BFS Canada and the Company are in the same line of business, the entities intend to leverage benefits of synergy in business process and systems.

The Company has entered into various transactions with BFS Canada in the current financial year primarily relating to rendering/receiving of VFX, Animation services, inter-company support, sharing of expenses and resources ("RPT(s)"), which are necessary for efficient business operations and synergy within the group. The aggregate value of the transactions entered into and/or proposed transactions with BFS Canada Limited is estimated at ₹75 Crores for FY 2025-26, which exceeds the prescribed materiality threshold, for which approval of the members is sought. Accordingly, the proposal was approved by the Audit Committee and recommended for obtaining shareholders approval.

After considering the details on RPT(s) as placed by the Management, the Audit Committee has granted approval for related party transactions with BFS Canada for an aggregate amount as mentioned above during FY2025-26. The Committee has noted that the said transactions will be on an arm's length basis and in the ordinary course of business of the Company. Further, the Audit Committee has confirmed that the relevant disclosures for decision-making of the Committee were placed before it and, while approving the RPT(s), the Committee has determined that the promoter(s) will not benefit from the proposed RPT(s) at the expense of public shareholders.



The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the RPTs between the Company and BFS Canada, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the shareholder for approval of Material Related Party Transactions as per RPT Industry Standards:

S. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Basilic Fly Studio Canada Limited
2.	Country of incorporation of the related party	Canada
3.	Nature of business of the related party	VFX, animation and other services
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Basilic Fly Studio Canada Limited is the subsidiary of Basilic Fly
2	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Basilic Fly holds 90.63% share in Basilic Fly Studio Canada Limited and remaining shareholding are held by Mr. Balakrishnan and Ms. Yogalakshmi.
3	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable
4	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

A(3) Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Details of the transactions by Company with BFS Canada:	
		S.No.	Nature of Transactions
			FY 2024-2025 (INR)
		1	Sales / Rendering of services
		2	Purchases
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs.17.67 Cr	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil	
A(4) Amount of the proposed transaction(s)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Based on estimated business requirements and operational needs the aggregate amount of transactions entered and/or to be entered is Rs. 75 Cr	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year	24.66%	
4.	Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed	1803%	

	entity is not a party to the transaction)									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1803%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-25 (INR in Crores)</th></tr><tr><td>Turnover</td><td>4.16</td></tr><tr><td>Profit After Tax</td><td>0.38</td></tr><tr><td>Net Worth</td><td>4.67</td></tr></table>	Particulars	FY 2024-25 (INR in Crores)	Turnover	4.16	Profit After Tax	0.38	Net Worth	4.67
Particulars	FY 2024-25 (INR in Crores)									
Turnover	4.16									
Profit After Tax	0.38									
Net Worth	4.67									
A(5) Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Rendering/receiving of VFX, Animation services, inter-company support, sharing of expenses and resources.								
2.	Details of each type of the proposed transaction	Inter-corporate services in the ordinary course of business								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 01, 2025 till March 31, 2026								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transaction for FY 25-26 is ₹75 crores. The details of the transactions are provided above in the table.								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed related party transactions are in the interest of the Company as they ensure operational efficiency, business continuity and optimal utilization of group resources.								

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	Basilic Fly Studio Limited holds 90.63% of shareholding in BFS Canada. Mr. Balakrishnan is the Managing Director of the Company and also a Director holding 4.58% of shares in BFS Canada. Ms. Sundaram Yogalakshmi is the whole-time director of the Company and a Director holding 4.79% of shares in BFS Canada Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and BFS Canada.
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	Nil
Part B: Additional Information		
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The related party has been selected based on group business requirements and operational expertise.
2.	Basis of determination of price.	The pricing of services is based on commercially negotiated terms, considering cost structure, nature of services and prevailing market practices.
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	NIL
	b. Tenure	Not applicable
	c. Whether same is self-liquidating?	Not applicable



The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

**By Order of the Board of Directors of
Basilic Fly Studio Limited**

Sd/-

**Ikkurthi Chandramohan
Company Secretary & Compliance Officer
M.No: F10194**

Registered Office:

Tower A, Krc Comme zone Mount
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Chennai- 600116
CIN: L92100TN2016PLC103861
Email ID: info@basilicfly.com
Website address: www.basilicflystudio.com

Place: Chennai

Date: 13th February, 2026