Basilic Fly Studio Limited
CIN : L92100TN2016PLC103861

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

July 23, 2026

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 July 22, 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	To Approve the Material Related Party Transaction in the nature of holding office / place of profit by Mr. Balakrishnan (DIN: 06590484), Managing Director of the Company, as a Global Chief Executive Officer of One of Us Ltd, a subsidiary of the company.	Ordinary Resolution
2	To Approve the Material Related Party Transaction in the nature of holding office / place of profit by Mrs. Sundaram Yogalakshmi (DIN: 07323404), Whole Time Director of the Company, as a Global Business Strategy Officer of One of Us Ltd, A Subsidiary of the Company	Ordinary Resolution
3	To Approve Variation in the Terms and Conditions of Appointment / Continuation of Mr. Balakrishnan (DIN: 06590484) as Managing Director of the Company	Special Resolution
4	To Approve Variation in the Terms and Conditions of Appointment / Continuation of Mrs. Sundaram Yogalakshmi (DIN: 07323404) as Whole-Time Director of the Company	Special Resolution

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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, July 17, 2026 ("Cut-off date").

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 Friday, July 24, 2026, at 9:00 a.m. (IST) and will conclude on Sunday, August 23, 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
Digitally signed by IKKURTHI CHANDRAMOHAN
Date: 2026.07.23 15:15:21 +05'30'

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

Encl: Postal Ballot Notice

Postal Ballot Notice

BASILIC FLY
STUDIO LTD

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

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POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and110 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
Friday, July 24, 2026, at 9:00 a.m. (IST)	Sunday, August 23, 2026, at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("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**'), 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 resolution set out below are proposed to be passed by way of Postal Ballot only through Remote e-Voting i.e. voting through electronic means ('Remote E-Voting').

Pursuant to the provisions of Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said 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 Sharegistry 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 17th July, 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 **Sunday, August 23, 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 Mr. M. Alagar (M.No: F7488; COP No.: 8196), failing which Mr. D. Saravanan (M.No: 13721; COP No: 22608), Designated Partners of 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 **Tuesday, August 25, 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:

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION IN THE NATURE OF HOLDING OFFICE / PLACE OF PROFIT BY MR. BALAKRISHNAN (DIN: 06590484), MANAGING DIRECTOR OF THE COMPANY, AS A GLOBAL CHIEF EXECUTIVE OFFICER OF ONE OF US LTD, A SUBSIDIARY OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f), 177, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be required, and pursuant to the approvals / recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the appointment of Mr. Balakrishnan (DIN: 06590484), Managing Director and Promoter of the Company and a related party within the meaning of Section 2(76) of the Act, as the Global Chief Executive Officer ("Global CEO") of One of Us Ltd, a subsidiary of the Company, and his consequent holding of an office / place of profit therein, for a period of five years with effect from 26th May, 2026, be and is hereby approved and confirmed, on the terms and conditions and at the remuneration detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the payment of remuneration of GBP 180,000 (Great Britain Pounds One Hundred Eighty Thousand only) per annum to Mr. Balakrishnan by One of Us Ltd, which shall ultimately be reimbursed by Basilic Fly Studio Limited, be and is hereby approved and confirmed, on such terms and conditions as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Balakrishnan in connection with the aforesaid appointment shall not exceed GBP 250,000 (Great Britain Pounds Two Hundred Fifty Thousand only) per annum, which shall be paid by One of Us Ltd and ultimately reimbursed by Basilic Fly Studio Limited.

RESOLVED FURTHER THAT all acts, deeds, matters and things undertaken or performed in connection with the aforesaid appointment, holding of office / place of profit, payment of remuneration and reimbursement arrangement from 26th May, 2026 up to the date of passing of this resolution be and are hereby approved and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company, which expression shall include any Committee thereof or any person(s) authorised by the Board in this regard, be and is hereby authorised to finalise, approve, settle, revise, modify and execute the employment agreement, appointment letter and/or such other agreements, documents, deeds, instruments and writings as may be necessary in connection with the aforesaid appointment and related arrangement, and to revise, modify or vary the remuneration, perquisites, allowances, benefits and other terms and conditions thereof from time to time, provided that the overall remuneration shall not exceed **GBP 250,000 per annum** and that any such revision, modification or variation shall be undertaken in accordance with the applicable provisions of the Act, the SEBI Listing Regulations, other applicable laws and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to sign, execute and submit all necessary applications, forms, returns, filings, registrations, intimations, disclosures and documents with the Registrar of Companies, stock exchanges and/or any other statutory, regulatory or governmental authorities, and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution."

ITEM NO.2:

TO APPROVE THE MATERIAL RELATED PARTY TRANSACTION IN THE NATURE OF HOLDING OFFICE / PLACE OF PROFIT BY MRS SUNDARAM YOGALAKSHMI, (DIN: 07323404), WHOLE TIME DIRECTOR OF THE COMPANY, AS A GLOBAL BUSINESS STRATEGY OFFICER OF ONE OF US LTD, A SUBSIDIARY OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 188(1)(f), 177, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other rules made thereunder, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be required, and pursuant to the approvals / recommendations of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the appointment of Mrs. Sundaram Yogalakshmi (DIN: 07323404), Whole Time Director and Promoter of the Company and a related party within the meaning of Section 2(76) of the Act, as the Global Business Strategy Officer of One of Us Ltd, a subsidiary of the Company, and her consequent holding of an office / place of profit therein, for a period of five years with effect from 1st September, 2026, be and is hereby approved, on the terms and conditions and at the remuneration detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the payment of remuneration of GBP 100,000 (Great Britain Pounds One Hundred Thousand only) per annum to Mrs. Sundaram Yogalakshmi by One of Us Ltd, which shall ultimately be reimbursed by Basilic Fly Studio Limited, be and is hereby approved, on such terms and conditions as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the overall remuneration payable to Mrs. Sundaram Yogalakshmi in connection with the aforesaid appointment shall not exceed GBP 150,000 (Great Britain Pounds One Hundred Fifty Thousand only) per annum, which shall be paid by One of Us Ltd and ultimately reimbursed by Basilic Fly Studio Limited.

RESOLVED FURTHER THAT all acts, deeds, matters and things undertaken or performed in connection with the aforesaid appointment, holding of office / place of profit, payment of remuneration and reimbursement arrangement from is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company, which expression shall include any Committee thereof or any person(s) authorised by the Board in this regard, be and is hereby authorised to finalise, approve, settle, revise, modify and execute the employment agreement, appointment letter and/or such other agreements, documents, deeds, instruments and writings as may be necessary in connection with the aforesaid appointment and related arrangement, and to revise, modify or vary the remuneration, perquisites, allowances, benefits and other terms and conditions thereof from time to time, provided that the overall remuneration shall not exceed GBP 150,000 per annum and that any such revision, modification or variation shall be undertaken in accordance with the applicable provisions of the Act, the SEBI Listing Regulations, other applicable laws and the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to sign, execute and submit all necessary applications, forms, returns, filings, registrations, intimations, disclosures and documents with the Registrar of Companies, stock exchanges and/or any other statutory, regulatory or governmental authorities, and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution."

ITEM NO.3:

TO APPROVE VARIATION IN THE TERMS AND CONDITIONS OF APPOINTMENT / CONTINUATION OF MR. BALAKRISHNAN (DIN: 06590484) AS MANAGING 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 Sections 203, 178, 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the Central Government for continuation and variation in terms and conditions of appointment and such other approvals, permissions and sanctions, as may be required, and subject to such terms, conditions and modifications, as may be prescribed or imposed by the Central Government or any other authority while granting such approvals, permissions and sanctions, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for variation in the terms and conditions of appointment / continuation of Mr. Balakrishnan (DIN: 06590484) as Managing Director, designated as Executive Director – Promoter, of the Company, for a period of five years with effect from 1st September, 2026, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the terms and conditions of appointment / continuation of Mr. Balakrishnan shall be as per the revised Employment Contract / revised terms, draft of which is placed before the meeting, and that he shall continue to be entitled to remuneration of **INR 12,00,000** (Rupees Twelve Lakhs only) per month, payable by the Company, and GBP 1,80,000 (Great Britain Pounds One Lakh Eighty Thousand only) per annum, payable for his role as Global Chief Executive Officer through the subsidiary company, One of Us Ltd, which shall ultimately be reimbursed by the Company, and the same be and is hereby approved, subject to review and revision in accordance with the policy of the Company.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company to decide, from time to time, on the recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid, and the manner in which the same shall be paid, to Mr. Balakrishnan, subject to the condition that the aggregate remuneration shall not exceed INR 4,50,00,000 (Rupees Four Crore and Fifty Lakhs only) per annum.

RESOLVED FURTHER THAT the Members take note that Mr. Balakrishnan has represented / shall represent that he is an Indian citizen / Person of Indian Origin, as applicable, and accordingly the requirement of obtaining an Indian employment visa for travel to India is not applicable; and that supporting documents including passport, PAN card, Aadhaar card and PIO / OCI card, as applicable, be taken on record.

RESOLVED FURTHER THAT the Board of Directors of the Company, which expression shall include any Committee thereof or any person(s) authorised by the Board in this regard, be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including seeking necessary approvals, making necessary filings, submissions and applications with the Registrar of Companies, Central Government, stock exchanges and / or any other statutory or regulatory authorities, as may be required, and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO.4

TO APPROVE VARIATION IN THE TERMS AND CONDITIONS OF APPOINTMENT / CONTINUATION OF MRS. SUNDARAM YOGALAKSHMI (DIN: 07323404) AS WHOLE-TIME 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 Sections 203, 178, 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of the Central Government for continuation and variation in terms and conditions of appointment and such other approvals, permissions and sanctions, as may be required, and subject to such terms, conditions and modifications, as may be prescribed or imposed by the Central Government or any other authority while granting such approvals, permissions and sanctions, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for variation in the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi (DIN: 07323404) as Whole-time Director of the Company, for a period of five years with effect from 1st September, 2026 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi shall be as per the revised Employment Contract / revised terms, draft of which is placed before the meeting, and that she shall continue to be entitled to **remuneration of INR 8,40,000** (Rupees Eight Lakhs Forty Thousand only) per month, payable by the Company and GBP 1,00,000 (Great Britain Pounds One Lakh only) per annum, payable for her role as Global Business Strategy Officer through the subsidiary company, One of Us Ltd, which shall ultimately be reimbursed by the Company, and the same be and is hereby approved, subject to review and revision in accordance with the policy of the Company.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors of the Company to decide, from time to time, on the recommendation of the Nomination and Remuneration Committee of the Company, the salary, perquisites and other allowances and benefits which shall be paid, and the manner in which the same shall be paid, to Mrs. Sundaram Yogalakshmi, subject to the condition that the aggregate remuneration, shall not exceed INR 2,50,00,000 (Rupees Two Crore and Fifty Lakhs only) per annum.

RESOLVED FURTHER THAT the Members take note that Mrs. Sundaram Yogalakshmi has represented / shall represent that she is an Indian citizen / Person of Indian Origin, as applicable, and accordingly the requirement of obtaining an Indian employment visa for travel to India is not applicable; and that supporting documents including passport, PAN card, Aadhaar card and PIO / OCI card, as applicable, be taken on record.

RESOLVED FURTHER THAT the Board of Directors of the Company, which expression shall include any Committee thereof or any person(s) authorised by the Board in this regard, be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including seeking necessary approvals, making necessary filings, submissions and applications with the Registrar of Companies, Central Government, stock exchanges and / or any other statutory or regulatory authorities, as may be required, and to settle any questions, difficulties or doubts that may arise in this regard."

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: 22nd July, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') setting out the material facts and reasons for the proposed Resolution of the Postal Ballot.

2. In compliance with the provisions of Section 108 and 110 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 17th July, 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 **Friday, July 24, 2026 to Sunday, August 23, 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 Sharegistry (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 Resolution 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. A Member cannot exercise his vote by proxy on Postal Ballot.

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 Resolution in accordance with the process specified in this Postal Ballot Notice.

11. **The Remote e-Voting will commence Friday, July 24, 2026 at 9:00 a.m. IST and will end on Sunday August 23, 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 Sunday, August 23, 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 Company has appointed Mr. M. Alagar (M.No.: F7488; COP No.: 8196), failing which Mr. D. Saravanan (M.No: 13721; COP No: 22608), Designated Partners of M/s. Alagar & Associates LLP, (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.

14. 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 Tuesday, August 25, 2026. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding.

15. 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 where the equity shares of the Company are listed.

16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Sunday, August 23, 2026** i.e. the last date specified for receipt of votes through the Remote e-Voting process.

17. 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 Sharegistry (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 Sharegistry (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 ISR-1 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).

18. **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 re-directed 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** App Store Google Play

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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 above mentioned 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.

i. 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.

ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

iii. 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 e-services i.e. IDEAS, you can log-in at https:// eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services 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 140430 then user ID is 140430001***).

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 '140430')

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, Deputy Vice President, 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: 22nd July, 2026

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

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out the matters in relation to the Special Business mentioned in the accompanying notice:

ITEM NO. 1:

The Company is continuously expanding its business operations globally and, in this regard, it is considered necessary to have senior leadership oversight for the international business operations of the Group. In view of the same, Mr. Balakrishnan (DIN: 06590484), Managing Director and Promoter of the Company, was appointed as the Global Chief Executive Officer ("Global CEO") of One of Us Ltd, a subsidiary of the Company, and has been holding an office / place of profit therein with effect from 26th May, 2026 in connection with his role and responsibilities towards the global business operations of the Company and its subsidiaries.

Mr. Balakrishnan has been discharging responsibilities as the Global Chief Executive Officer through One of Us Ltd. In this role, he is responsible for providing strategic direction, overseeing global business expansion, strengthening client relationships, supervising international operations, supporting business development initiatives and ensuring effective implementation of the Group's global growth strategy.

Mr. Balakrishnan, being the Managing Director and Promoter of the Company, is a related party under Section 2(76) of the Companies Act, 2013. Further, the arrangement involving the holding of an office / place of profit in One of Us Ltd, a subsidiary of the Company, falls within the ambit of Section 188(1)(f) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, it is proposed to approve the appointment of Mr. Balakrishnan as the Global Chief Executive Officer of One of Us Ltd and his consequent holding of an office / place of profit therein for a period of five years with effect from 26th May, 2026, together with the remuneration and reimbursement arrangement relating thereto.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on 22nd July, 2026 after considering the nature and terms of the appointment, commercial rationale, business requirements, remuneration and reimbursement arrangement and the role and responsibilities undertaken by Mr. Balakrishnan, approved and recommended the aforesaid related party transaction for approval by the Members of the Company.

The aforesaid arrangement is intended to support the Company's international expansion plans and ensure focused leadership for the global operations of the Group. The Board is of the view that the appointment and the related arrangement are in the ordinary course of business, on terms that are fair, reasonable and commercially justified, and are in the overall interest of the Company and its shareholders.

The Brief Profile of Mr. Balakrishnan is given under Annexure –V to this notice

Considering Mr. Balakrishnan's qualifications, extensive experience of over twenty years in the VFX and animation industry, his leadership of the Basilic Group and his significant contribution to the growth and expansion of the Group, the Board of Directors is of the opinion that his appointment / engagement as the Global Chief Executive Officer through One of Us Ltd and the thereof are in the best interests of the Company. The Board is further of the opinion that the remuneration payable to him is commensurate with his responsibilities, experience and the scope of his role.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval of the Members by way of an Ordinary Resolution.

Apart from Mr. Balakrishnan, Mrs. Sundaram Yogalakshmi, Whole-time Director, being his spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being his mother, none of the other Directors, Key Managerial Personnel of the Company and / or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

The details as required under the SEBI Listing Regulations read with applicable SEBI Circulars / Master Circulars issued from time to time 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 enclosed herewith as **Annexure I**.

ANNEXURE - I

Details of Directors seeking appointment / reappointment at the General Meeting [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	Mr. Balakrishnan
DIN	06590484
Date of Birth	23.07.1985
Date of Appointment on the Board	28.01.2016
Qualifications	Master's degree in electronic media
Expertise / Skills	Wide range of experience of more than two decades in VFX and animation services
Names of listed entities in which the person holds directorship and membership of committees of the Board	None
Details of listed entities from which he has resigned during the last three years	None
Number of equity shares held in the Company	1,05,88,250 equity shares
Relationship between directors inter-se	Mrs. Sundaram Yogalakshmi, Whole-time Director, is his spouse and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, is his mother.

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

S.No.	Description	Details
1	**Name of the related party**	Mr. Balakrishnan
2	**Relationship with the listed entity or its subsidiary, including nature of concern or interest**	Mr. Balakrishnan is the Managing Director and Promoter of the Company and is therefore a related party under Section 2(76) of the Companies Act, 2013. One of Us Ltd is a material subsidiary of the Company.
3	**Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary**	Mr. Balakrishnan holds 1,05,88,250 equity shares in the Company.

4	**Nature, material terms, monetary value and particulars of the contract or arrangement**	Mr. Balakrishnan was appointed as the Global Chief Executive Officer of One of Us Ltd, a subsidiary of the Company, and has been holding an office / place of profit therein with effect from 26th May, 2026 in connection with his role and responsibilities towards the global business operations of the Company and its subsidiaries. He is entitled to remuneration of GBP 180,000 (Great Britain Pounds One Hundred Eighty Thousand only) per annum, payable by One of Us Ltd, which shall ultimately be reimbursed by Basilic Fly Studio Limited. The overall remuneration payable to Mr. Balakrishnan in connection with the aforesaid appointment shall not exceed GBP 250,000 (Great Britain Pounds Two Hundred Fifty Thousand only) per annum, which shall be paid by One of Us Ltd and ultimately reimbursed by Basilic Fly Studio Limited. The remuneration and other terms may be reviewed and revised from time to time in accordance with the policy of the Company and applicable law, subject to the aforesaid overall limit.
5	**Tenure of the proposed transaction and indicative date / timeline for undertaking the transaction**	The appointment and the related arrangement are for a period of five years with effect from 26th May, 2026, on such terms and conditions and at such remuneration shall be approved by the Members, subject to review and revision in accordance with the policy of the Company and applicable law and subject to the overall remuneration not exceeding GBP 250,000 per annum.
6	**Value of the proposed transaction as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year**	1.1%
7	**Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover for**	3.7%

	the immediately preceding financial year	
8	**Total amount of all transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years**	FY2023-24 – INR 120 lakhs FY2024-25 – INR 120 lakhs FY2025-26 – INR 126 lakhs
9	**Whether approval of the Audit Committee has been taken for the proposed transaction**	Yes. The Audit Committee, at its meeting held on 22nd July, 2026 approved and recommended the appointment, remuneration and reimbursement arrangement.
10	**Whether the proposed transaction is material under the SEBI Listing Regulations**	No
11	**Whether omnibus approval is being sought**	No. Specific approval of the Members are being sought for the appointment and the related arrangement.
12	**Summary of the information provided by the management to the Audit Committee**	The management provided details relating to the nature of the appointment and the related arrangement, the role and responsibilities of Mr. Balakrishnan, the tenure of the appointment, remuneration, overall remuneration limit, reimbursement arrangement, commercial rationale, business requirements, relationship with the related party, expected benefits to the Company and applicable statutory approvals.
13	**Justification as to why the proposed related party transaction is in the interest of the Company**	The arrangement is aligned with the Company's global business expansion strategy and is intended to ensure focused leadership and oversight of international operations. Mr. Balakrishnan has extensive experience in the VFX and animation industry and has been instrumental in the growth and expansion of the Group. His role as the Global Chief Executive Officer through One of Us Ltd is expected to support business development, client engagement, strategic planning and operational supervision of the Group's global business. Accordingly, the appointment and the related remuneration and reimbursement arrangement is considered to be in the interest of the Company and its shareholders.

14	**Whether the transaction is prejudicial to the interest of the Company or its shareholders**	The transaction is not prejudicial to the interest of the Company or its shareholders. The remuneration and other terms of the arrangement are considered fair, reasonable and commensurate with the responsibilities, experience and scope of the role undertaken by Mr. Balakrishnan
15	**Whether the transaction is on arm's length basis / in ordinary course of business**	The appointment and the related arrangement are in furtherance of the Company's business requirements and global expansion strategy. The terms of appointment and remuneration are commercially justified and commensurate with the role and responsibilities discharged by Mr. Balakrishnan
16	**Any valuation or other external report, if any, relied upon**	Not applicable.
17	**Details of promoters / directors / key managerial personnel who have interest in the transaction**	Mr. Balakrishnan, Managing Director and Promoter, is interested in the resolution. Mrs. Sundaram Yogalakshmi, Whole-time Director, being his spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being his mother, may also be deemed to be interested in the resolution.
18	**Any other information relevant or important for the Members to take a decision on the proposed resolution**	All relevant information relating to the appointment and the related arrangement, including the nature of the transaction, relationship with the related party, tenure, remuneration, overall remuneration limit, reimbursement arrangement, commercial rationale and business requirements, has been provided in this Explanatory Statement for consideration of the Members.

ITEM NO. 2

The Company is continuously expanding its business operations globally and, in this regard, it is considered necessary to have senior leadership oversight for the international business operations of the Group. Accordingly, the Board of Directors has approved the proposal for the appointment of Mrs. Sundaram Yogalakshmi (DIN: 07323404), Whole Time Director and Promoter of the Company, as the Global Business Strategy Officer of One of Us Ltd, a subsidiary of the Company, for a period of five years with effect from 1st September, 2026 in connection with her role and responsibilities towards the global business operations of the Company and its subsidiaries, subject to the approval of the Members of the Company.

Mrs. Sundaram Yogalakshmi (DIN: 07323404), has been discharging responsibilities as the Global Business Strategy Officer through One of Us Ltd. In this role, she is responsible for providing strategic direction, overseeing global business expansion, strengthening client relationships, supervising international operations, supporting business development initiatives and ensuring effective implementation of the Group's global growth strategy.

Mrs. Sundaram Yogalakshmi being the Whole Time Director and Promoter of the Company, is a related party under Section 2(76) of the Companies Act, 2013. Further, the arrangement involving the holding of an office / place of profit in One of Us Ltd, a subsidiary of the Company, falls within the ambit of Section 188(1)(f) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, it is proposed to appoint of Mrs. Sundaram Yogalakshmi (DIN: 07323404), as the Global Business Strategy Officer of One of Us Ltd and her consequent holding of an office / place of profit therein for a period of five years with effect from 1st September, 2026 together with the remuneration and reimbursement arrangement relating thereto.

The Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, at their respective meetings held on 22nd July, 2026 after considering the nature and terms of the appointment, commercial rationale, business requirements, remuneration and reimbursement arrangement and the role and responsibilities undertaken by Mrs. Sundaram Yogalakshmi, approved and recommended the aforesaid related party transaction for approval by the Members of the Company.

The aforesaid arrangement is intended to support the Company's international expansion plans and ensure focused leadership for the global operations of the Group. The Board is of the view that the appointment and the related arrangement are in the ordinary course of business, on terms that are fair, reasonable and commercially justified, and are in the overall interest of the Company and its shareholders.

The Brief Profile of Mrs. Sundaram Yogalakshmi is given under Annexure –V to this notice

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

Apart from Mrs. Sundaram Yogalakshmi, Whole-time Director, Mr. Balakrishnan, being her spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being her mother-in-law, none of the other Directors, Key Managerial Personnel of the Company and / or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The details as required under the SEBI Listing Regulations read with applicable SEBI Circulars / Master Circulars issued from time to time 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 enclosed herewith as **Annexure II**.

ANNEXURE – II

Details of Directors seeking appointment / reappointment at the General Meeting

[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	Sundaram Yogalakshmi
DIN	07323404
Date of Birth	29.11.1989
Date of Appointment on the Board	07.02.2019
Qualifications	Bachelor of Engineering [Electronics and Communication Engineering]
Expertise / Skills	Experience of over thirteen years. Business strategy and Skilled Business manager.
Names of listed entities in which the person holds directorship and membership of committees of the Board	None
Details of listed entities from which he has resigned during the last three years	None
Number of equity shares held in the Company	33,83,900 equity shares
Relationship between directors inter-se	Mr. Balakrishnan (spouse) – Managing Director & Mrs. Rajathinam Thiripurasundari (mother-in-law) – Non Executive Non Independent Director.

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

S.No.	Description	Details
1	**Name of the related party**	Sundaram Yogalakshmi
2	**Relationship with the listed entity or its subsidiary, including nature of concern or interest**	Mrs. Sundaram Yogalakshmi is the Whole Time Director and Promoter of the Company and is therefore a related party under Section 2(76) of the Companies Act, 2013. One of Us Ltd is a material subsidiary of the Company.
3	**Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary**	Mrs. Sundaram Yogalakshmi holds 33,83,900 equity shares in the Company.
4	**Nature, material terms, monetary value and particulars of the contract or arrangement**	Mrs. Sundaram Yogalakshmi was appointed as the Global Business Strategy Officer of One of Us Ltd, a subsidiary of the Company, and has been holding an office / place of profit therein with effect from 1st September, 2026, in connection with her role and responsibilities towards the global business operations of the Company and its subsidiaries. He is entitled to remuneration of GBP 100,000 (Great Britain Pounds One Hundred Thousand only) per annum, payable by One of Us Ltd, which shall ultimately be reimbursed by Basilic Fly Studio Limited. The overall remuneration payable to, Mrs. Sundaram Yogalakshmi in connection with the aforesaid appointment shall not exceed GBP 150,000 (Great Britain Pounds One Hundred Fifty Thousand only) per annum, which shall be paid by One of Us Ltd and ultimately reimbursed by Basilic Fly Studio Limited. The remuneration and other terms may be reviewed and revised from time to time in accordance with the policy of the Company and applicable law, subject to the aforesaid overall limit.
5	**Tenure of the proposed transaction and indicative date / timeline for undertaking the transaction**	The appointment and the related arrangement are for a period of five years with effect from 1st September, 2026 on such terms and conditions and at such remuneration as approved by the Members, subject to review and revision in accordance with the policy of the Company and applicable law and subject to the overall remuneration not exceeding GBP 150,000 per annum.

6	**Value of the proposed transaction as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year**	0.6%
7	**Value of the proposed transaction as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year**	2.1%
8	**Total amount of all transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years**	FY 2023-24 – INR 84 lakhs FY 2024-25 – INR 84 lakhs FY 2025-26 – INR 88 lakhs
9	**Whether approval of the Audit Committee has been taken for the proposed transaction**	Yes. The Audit Committee, at its meeting held on 22nd July, 2026 approved and recommended the appointment, remuneration and reimbursement arrangement.
10	**Whether the proposed transaction is material under the SEBI Listing Regulations**	No
11	**Whether omnibus approval is being sought**	No. Specific approval of the Members is being sought for the appointment and the related arrangement.
12	**Summary of the information provided by the management to the Audit Committee**	The management provided details relating to the nature of the appointment and the related arrangement, the role and responsibilities of Mrs. Sundaram Yogalakshmi, the tenure of the appointment, remuneration, overall remuneration limit, reimbursement arrangement, commercial rationale, business requirements, relationship with the related party, expected benefits to the Company and applicable statutory approvals.
13	**Justification as to why the proposed related party transaction is in the interest of the Company**	The arrangement is aligned with the Company's global business expansion strategy and is intended to ensure focused leadership and oversight of international operations. Mrs. Sundaram Yogalakshmi is skilled business manager, she brings expertise in evaluating company performance and recommending effective strategies for improvement. With hands-on experience in overseeing daily operations, Mrs. Sundaram Yogalakshmi is proficient in streamlining processes and enhancing operational efficiency. As a collaborative and results-driven leader, she has played a key role in

		raising capital and executing strategies that drive business growth.
14	**Whether the transaction is prejudicial to the interest of the Company or its shareholders**	The transaction is not prejudicial to the interest of the Company or its shareholders. The remuneration and other terms of the arrangement are considered fair, reasonable and commensurate with the responsibilities, experience and scope of the role undertaken by Mrs. Sundaram Yogalakshmi.
15	**Whether the transaction is on arm's length basis / in ordinary course of business**	The appointment and the related arrangement are in furtherance of the Company's business requirements and global expansion strategy. The terms of appointment and remuneration are commercially justified and commensurate with the role and responsibilities discharged by Mrs. Sundaram Yogalakshmi.
16	**Any valuation or other external report, if any, relied upon**	Not applicable.
17	**Details of promoters / directors / key managerial personnel who have interest in the transaction**	Mrs. Sundaram Yogalakshmi, Whole-time Director, is interested in the resolution, Mr. Balakrishnan, Managing Director and Promoter being her spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being her mother-in-law, may also be deemed to be interested in the resolution.
18	**Any other information relevant or important for the Members to take a decision on the proposed resolution**	All relevant information relating to the appointment and the related arrangement, including the nature of the transaction, relationship with the related party, tenure, remuneration, overall remuneration limit, reimbursement arrangement, commercial rationale and business requirements, has been provided in this Explanatory Statement for consideration of the Members.

ITEM NO. 3

Mr. Balakrishnan (DIN: 06590484) was initially appointed as the Managing Director of the Company with effect from 28th January, 2016. He was subsequently re-appointed / continued as the Managing Director of the Company by the members of the Company for a further term commencing from 1st January, 2026 and ending on 31st December, 2030.

During his tenure, Mr. Balakrishnan has provided strategic leadership and overall direction to the Company and has played a significant role in the growth, operations and global expansion of the Company's business. As the Managing Director of the Company, he has been responsible for the overall management and affairs of the Company and continues to serve as a Whole-time Key Managerial Personnel in accordance with the applicable provisions of the Companies Act, 2013.

Considering the increasing international business requirements of the Company and the continued expansion of the Group's global operations, Mr. Balakrishnan is proposed to continue as the Managing Director of the Company, designated as Executive Director – Promoter, and also discharge responsibilities as Global Chief Executive Officer through the subsidiary company, One of Us Ltd.

The Board of Directors of the Company, at its meeting held on 22nd July, 2026 on the recommendation of the Nomination and Remuneration Committee and subject to the central government approval and such other approvals as may be required, approved the variation in the terms and conditions of appointment / continuation of Mr. Balakrishnan as Managing Director of the Company.

The proposed variation includes continuation of his remuneration of INR 12,00,000 (Rupees Twelve Lakhs only) per month, payable by the Company, and GBP 1,80,000 (Great Britain Pounds One Lakh Eighty Thousand only) per annum, payable for his role as Global Chief Executive Officer through the subsidiary company, One of Us Ltd, which shall ultimately be reimbursed by the Company, subject to review and revision from time to time in accordance with the policy of the Company.

Further, the aggregate remuneration payable to Mr. Balakrishnan shall not exceed INR 4,50,00,000 (Rupees Four Crore and Fifty Lakhs only) per annum, by way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, as may be decided by the Board of Directors from time to time, on the recommendation of the Nomination and Remuneration Committee.

In view of his proposed global role and business requirements, Mr. Balakrishnan may relocate / remain outside India and may not satisfy the residency condition prescribed under Schedule V of the Companies Act, 2013. Accordingly, the continuation and variation in the terms and conditions of his appointment would be subject to approval of the Central Government and such other approvals, permissions and sanctions, as may be required under the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directorships and Committee positions

As on the date of this Notice, Mr. Balakrishnan does not hold directorship in any other company / entity, except BASILIC FLY STUDIO LIMITED.

Further, he does not hold any committee position in any other company. Details of his directorship and committee positions, if any, shall be as per the records placed before the Board and available with the Company.

Remuneration drawn in the previous financial year and Shareholding

Mr. Balakrishnan was entitled to remuneration of INR 12,00,000 (Rupees Twelve Lakhs only) per month during the previous financial year, payable by the Company, in accordance with the terms of his appointment / continuation as Managing Director of the Company.

As on the date of this Notice, Mr. Balakrishnan holds 1,05,88,250 equity shares in the Company, representing 41.91 % of the paid-up share capital of the Company.

Proposal

Pursuant to Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed variation in the terms and conditions of appointment / continuation of Mr. Balakrishnan as Managing Director of the Company is being placed before the members for their approval by way of Special Resolution.

Part I of Schedule V to the Companies Act, 2013 provides certain conditions for appointment / continuation of managerial personnel, including the condition relating to stay in India. In view of the proposed global role and business requirements of Mr. Balakrishnan, he may relocate / remain outside India and may not satisfy the residency condition prescribed under Schedule V of the Act.

Accordingly, the continuation and variation in the terms and conditions of his appointment would require approval of the Central Government, in addition to approval of the members of the Company.

The members of the Company are requested to consider and approve the variation in the terms and conditions of appointment / continuation of Mr. Balakrishnan as Managing Director of the Company, including the maximum limit of remuneration of INR 4,50,00,000 (Rupees Four Crore and Fifty Lakhs only) per annum, payable in such manner as may be decided by the Board of Directors from time to time, on the recommendation of the Nomination and Remuneration Committee.

In accordance with Section 190 and other applicable provisions of the Companies Act, 2013, the draft revised Employment Contract / revised terms setting out the terms and conditions of appointment / continuation of Mr. Balakrishnan, including remuneration payable to him, shall be available for inspection by the members of the Company in accordance with applicable law.

The Company has received consent, declarations and other necessary disclosures from Mr. Balakrishnan, including confirmation that he is not disqualified from being appointed / continuing as a Director in terms of Section 164 of the Companies Act, 2013 and that he is not restrained from holding the position of director in any listed company by virtue of any order of SEBI or any other authority.

Mr. Balakrishnan has represented / shall represent that he is an Indian citizen / Person of Indian Origin, as applicable, and accordingly the requirement of obtaining an Indian employment visa for travel to India is not applicable. Supporting documents including passport, PAN card, Aadhaar card and PIO / OCI card, as applicable, shall be taken on record.

The Brief Profile of Mr. Balakrishnan is given under **Annexure – V** to this notice

Apart from Mr. Balakrishnan, Mrs. Sundaram Yogalakshmi, Whole-time Director, being his spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being his mother, none of the other Directors, Key Managerial Personnel of the Company and / or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 3 of this Notice for approval of the members.

The details as required under the SEBI Listing Regulations read with applicable SEBI Circulars / Master Circulars issued from time to time are enclosed herewith as **Annexure III**.

ANNEXURE – III

Variation in the terms and conditions / continuation of appointment of Mr. Balakrishnan as Managing Director

Details of Events that need to be provided	Information of such event(s)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Variation in the terms and conditions / continuation of appointment of Mr. Balakrishnan (DIN: 06590484) as Managing Director of the Company, designated as Executive Director – Promoter, in view of his proposed expanded global role as Global Chief Executive Officer through the subsidiary company, One of Us Ltd, and the consequent business requirement for him to relocate / remain outside India.
Date of appointment / cessation, as applicable, and term of appointment	The variation in the terms and conditions / continuation of appointment shall be effective from 1st September, 2026 for a period of five years, subject to approval of the Members of the Company, approval of the Central Government and such other approvals, permissions and sanctions as may be required. There is no cessation of office. Mr. Balakrishnan shall continue as the Managing Director of the Company and shall not be liable to retire by rotation.
Terms of appointment / remuneration	Mr. Balakrishnan shall continue to be entitled to remuneration of INR 12,00,000 per month payable by the Company. In addition, he shall be entitled to remuneration of GBP 1,80,000 per annum for his role as Global Chief Executive Officer through One of Us Ltd, which shall ultimately be reimbursed by the Company. The aggregate remuneration, shall not exceed INR 4,50,00,000 per annum, subject to review and revision in accordance with the policy of the Company and applicable law.
Brief Profile	Mr. Balakrishnan has more than twenty years of experience in the VFX and animation industry. He has been instrumental in providing strategic leadership and overall direction to the Company and has played a significant role in the growth, operations and global expansion of the Company's business. As Managing Director, he is responsible for overall management, business expansion initiatives, operational planning, client relationship management, public relations and the overall affairs of the Company. He also plays a key role in developing corporate strategy, planning operations and establishing professional networks that support the business objectives of the Company. He holds a master's degree in electronic media from Anna University.
Disclosure of relationships between directors	Mrs. Sundaram Yogalakshmi, Whole-time Director, is his spouse and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, is his mother.
Information as required pursuant to applicable circulars issued by BSE Limited and National Stock Exchange of India Limited	Mr. Balakrishnan is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

ITEM NO. 4

Mrs. Sundaram Yogalakshmi (DIN: 07323404) was initially appointed as the Whole-time Director of the Company with effect from 7th February, 2019. She was subsequently re-appointed / continued as the Whole-time Director of the Company by the members of the Company for a further term commencing from 1st January, 2026 and ending on 31st December, 2030.

During her tenure, Mrs. Sundaram Yogalakshmi has been closely involved in the operations, business management and strategic growth of the Company and has played a significant role in its overall development. As the Whole-time Director of the Company, she has been responsible for overseeing key operational and management functions of the Company and continues to serve as a Whole-time Key Managerial Personnel in accordance with the applicable provisions of the Companies Act, 2013.

Considering her continued contribution and the increasing business, operational and international requirements of the Company, Mrs. Sundaram Yogalakshmi is proposed to continue as the Whole-time Director of the Company and also discharge responsibilities as Global Business Strategy Officer through the subsidiary company, One of Us Ltd.

The Board of Directors of the Company, at its meeting held on 22nd July, 2026 on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Central Government and such other approvals as may be required, approved the variation in the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi as Whole-time Director of the Company.

The proposed variation includes continuation of her remuneration of INR 8,40,000 (Rupees Eight Lakhs Forty Thousand only) per month, payable by the Company, and GBP 1,00,000 (Great Britain Pounds One Lakh only) per annum, payable for her role as Global Business Strategy Officer through the subsidiary company, One of Us Ltd, which shall ultimately be reimbursed by the Company, subject to review and revision from time to time in accordance with the policy of the Company.

Further, the aggregate remuneration payable to Mrs. Sundaram Yogalakshmi shall not exceed INR 2,50,00,000 (Rupees Two Crore and Fifty Lakhs only) per annum, by way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, as may be decided by the Board of Directors from time to time, on the recommendation of the Nomination and Remuneration Committee.

In view of her proposed overseas role and business and operational requirements, Mrs. Sundaram Yogalakshmi may relocate / remain outside India and may not satisfy the residency condition prescribed under Schedule V of the Companies Act, 2013. Accordingly, the continuation and variation in the terms and conditions of her appointment would be subject to the approval of the Central Government and such other approvals, permissions and sanctions as may be required under the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directorships and Committee Positions

As on the date of this Notice, Mrs. Sundaram Yogalakshmi does not hold directorship in any other company / entity, except Basilic Fly Studio Limited.

Further, she does not hold any committee position in any other company. Details of her directorship and committee positions, if any, shall be as per the records placed before the Board and available with the Company.

Remuneration Drawn in the Previous Financial Year and Shareholding

Mrs. Sundaram Yogalakshmi was entitled to remuneration of INR 8,40,000 (Rupees Eight Lakhs Forty Thousand only) per month during the previous financial year, payable by the Company, in accordance with the terms of her appointment / continuation as Whole-time Director of the Company.

As on the date of this Notice, Mrs. Sundaram Yogalakshmi holds 33,83,900 equity shares in the Company, representing 13.39% of the paid-up share capital of the Company.

Proposal

Pursuant to Sections 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed variation in the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi as Whole-time Director of the Company is being placed before the members for their approval by way of Special Resolution.

Part I of Schedule V to the Companies Act, 2013 provides certain conditions for the appointment / continuation of managerial personnel, including the condition relating to stay in India. In view of the proposed overseas role and business and operational requirements of Mrs. Sundaram Yogalakshmi, she may relocate / remain outside India and may not satisfy the residency condition prescribed under Schedule V of the Act. Accordingly, the continuation and variation in the terms and conditions of her appointment would require the approval of the Central Government, in addition to the approval of the members of the Company.

The members of the Company are requested to consider and approve the variation in the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi as Whole-time Director of the Company, including her proposed responsibilities as Global Business Strategy Officer through the subsidiary company, One of Us Ltd, and the maximum limit of remuneration of INR 2,00,00,000 (Rupees Two Crore only) per annum, payable in such manner as may be decided by the Board of Directors from time to time, on the recommendation of the Nomination and Remuneration Committee.

In accordance with Section 190 and other applicable provisions of the Companies Act, 2013, the draft revised Employment Contract / revised terms setting out the terms and conditions of appointment / continuation of Mrs. Sundaram Yogalakshmi, including the remuneration payable to her, shall be available for inspection by the members of the Company in accordance with applicable law.

The Company has received the consent, declarations and other necessary disclosures from Mrs. Sundaram Yogalakshmi, including confirmation that she is not disqualified from being appointed / continuing as a Director in terms of Section 164 of the Companies Act, 2013 and that she is not restrained from holding the position of director in any listed company by virtue of any order of SEBI or any other authority.

Mrs. Sundaram Yogalakshmi has represented / shall represent that she is an Indian citizen / Person of Indian Origin, as applicable, and accordingly, the requirement of obtaining an Indian employment visa for travel to India is not applicable. Supporting documents, including her passport, PAN card, Aadhaar card and PIO / OCI card, as applicable, shall be taken on record.

Apart from Mrs. Sundaram Yogalakshmi, Mr. Balakrishnan, Managing Director, being her spouse, and Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, being her mother-in-law, none of the other Directors, Key Managerial Personnel of the Company and / or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Brief Profile of Mrs. Sundaram Yogalakshmi is given under **Annexure – V** to this notice

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of this Notice for approval of the members.

The details as required under the SEBI Listing Regulations read with applicable SEBI Circulars / Master Circulars issued from time to time are enclosed herewith as **Annexure IV**.

ANNEXURE – IV

Details of Mrs. Sundaram Yogalakshmi (DIN: 07323404)

Details of Events that need to be provided	Information of such event(s)
Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Variation in the terms and conditions / continuation of appointment of Mrs. Sundaram Yogalakshmi (DIN: 07323404) as Whole-time Director of the Company, in view of her proposed movement / stay outside India for business and operational requirements and the consequent requirement of approval of the Central Government, as she may not satisfy the residency condition prescribed under Schedule V to the Companies Act, 2013.
Date of appointment / cessation, as applicable, and term of appointment	The variation in the terms and conditions / continuation of appointment shall be effective from 1st September, 2026 for a period of five years, subject to approval of the Members of the Company, approval of the Central Government and such other approvals, permissions and sanctions as may be required. There is no cessation of office. Mrs. Sundaram Yogalakshmi shall continue as the Whole-time Director of the Company and shall not be liable to retire by rotation.
Terms of appointment / remuneration	Mrs. Sundaram Yogalakshmi shall continue to be entitled to remuneration of INR 8,40,000 (Rupees Eight Lakhs Forty Thousand only) per month, payable by the Company. The aggregate remuneration payable to her, shall not exceed INR 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) per annum, subject to review and revision in accordance with the policy of the Company and applicable law.
Brief Profile	Mrs. Sundaram Yogalakshmi is the Promoter and Whole-time Director of the Company. She has been closely involved in the operations, business management and strategic growth of the Company. She plays a key role in evaluating organisational performance, supporting operational efficiency, streamlining processes, strengthening internal systems and contributing to business expansion initiatives. She has also contributed to capital-raising efforts and the execution of growth-driven strategies. Mrs. Sundaram Yogalakshmi holds a Bachelor of Engineering degree in Electronics and Communication Engineering from Anna University.
Disclosure of relationships between directors	Mr. Balakrishnan, Managing Director of the Company, is her spouse. Mrs. Rajarathinam Thiripurasundari, Non-Executive Non-Independent Director, is related to her as mother-in-law.
Information as required pursuant to applicable circulars issued by BSE Limited and National Stock Exchange of India Limited	Mrs. Sundaram Yogalakshmi is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

ANNEXURE-V

BRIEF PROFILE OF THE DIRECTORS

Mr. Balakrishnan

Mr. Balakrishnan has more than twenty years of experience in the VFX and animation industry. In his leadership capacity, he works closely with the Board of Directors to define strategic goals, evaluate industry trends and guide the overall direction of the Company.

As a senior executive, he is actively involved in staff management, business expansion initiatives, operational planning and overall management of the Company's affairs. He also represents the Company in public relations efforts, ensures compliance with internal policies and applicable external regulations, and regularly reviews the Company's financial performance to ensure sustainable growth.

Mr. Balakrishnan plays a key role in developing corporate strategy, planning operations and establishing professional networks that support the business objectives of the Company. He maintains strong relationships with peers, stakeholders and relevant government / regulatory participants, contributing to the Company's credibility and long-term success. He holds a master's degree in electronic media from Anna University.

Mrs. Sundaram Yogalakshmi

Mrs. Sundaram Yogalakshmi is the Promoter and Whole-time Director of the Company and possesses extensive experience in business management, operations and strategic planning. She plays a key role in evaluating organisational performance and recommending strategies aimed at improving operational efficiency and supporting the sustainable growth of the Company.

With hands-on experience in overseeing the day-to-day operations of the Company, she has been actively involved in streamlining business processes, strengthening internal systems, improving operational effectiveness and supporting business expansion initiatives. She has also made significant contributions to capital-raising initiatives and the implementation of growth-oriented strategies.

Mrs. Sundaram Yogalakshmi remains closely involved in upholding the vision, values and culture of the Company and mentoring employees to achieve professional excellence and long-term organisational success. She holds a Bachelor of Engineering degree in Electronics and Communication Engineering from Anna University.

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

Sd/-

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

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Place: Chennai
Date: 22th July, 2026