September 03, 2026

To
Listing Department
National Stock Exchange of India Limited ("NSE")
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai - 400 051.

Symbol: VELS

Sub: Notice of 7th (Seventh) Annual General Meeting to be held on September 25, 2026

Re: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Madam / Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, we are pleased to submit the Notice of **7th (Seventh)** Annual General Meeting **("AGM")** of our Company, **Vels Film International Limited** is scheduled to be held on **Friday, September 25, 2026** at **02:00 P.M. (IST)** through Video Conferencing **("VC")**.

The Notice of AGM is attached herewith and is also available on the websites of Company at www.velsfilminternational.com/AnnualReport, National Stock Exchange **("NSE")** at www.nseindia.com and is also available on the website of National Securities Depository Limited **("NSDL")** *(agency for providing the Remote e-Voting facility)* at www.evoting.nsdl.com

Request you to take note of the above on record.

Thanking You,

For **Vels Film International Limited**
PRAVEEN KUMAR
Digitally signed by PRAVEEN KUMAR
Date: 2026.09.03 16:39:01 +05'30'
Praveen Kumar
Company Secretary & Compliance Officer
ACS: 76575

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 07TH (SEVENTH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF VELS FILM INTERNATIONAL LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2026 AT 02:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon and

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

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

a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.**"**

b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.**"**

2. To Appoint Dr. Ishari K Ganesh (DIN: 00269445), who retires by rotation and being eligible, offers himself for re-appointment, as a director liable to retire by rotation:

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 **("Act")**, **Dr. Ishari K Ganesh (DIN: 00269445),** Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To Appoint Ms. Arthi (DIN: 00568101), who retires by rotation and being eligible, offers herself for re-appointment, as a director liable to retire by rotation:

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

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 **("Act")**, **Ms. Arthi (DIN: 00568101)** Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. Re-appointment of Dr. Ishari K Ganesh (DIN: 00269445) as Managing Director:

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 **("Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)* and such other approvals, permissions and sanctions, as may be required and pursuant to the provisions of the Articles of Association of the Company and in line with the Nomination and Remuneration Policy **("Policy")** of the Company, and on the recommendation of the Nomination & Remuneration Committee **("NRC")** and the Board of Directors **("Board")** in their respective meetings held on August 27, 2026, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing his candidature for office as Managing Director, consent of the members of the Company, be and is hereby accorded for re-appointment of **Dr. Ishari K Ganesh (DIN: 00269445)** as Managing Director, liable to retire by rotation and a Key Managerial Personnel **("KMP")** of the Company, whose current term of office is expiring on April 29, 2027, for a further period of 03 (three) years, with effect from April 30, 2027 till April 29, 2030, on such terms & conditions including remuneration as set out hereunder, to alter, vary and modify the terms & conditions of the said appointment and / or remuneration, in such manner, as may be agreed between the Board subject to the recommendation of the NRC and Dr. Ishari K Ganesh within and in accordance with the Act, Policy or other applicable provisions or any amendment thereto:

a) Period of appointment: 03 (three) years from April 30, 2027 till April 29, 2030.

b) Basic Salary: Rs. 24,00,000/- (Rupees Twenty Four Lakhs only) per annum.

c) Commission: Commission at the rate of 10% (Ten percent) of the net profits of the Company, subject to the overall limits prescribed under Sections 197,198 and Schedule V of the Act.

d) Perquisites and Allowances: Perquisites including use of a car with driver, personal accident insurance, medical insurance, leave travel allowance and such other benefits as may be provided in accordance with the rules of the Company and the same will be evaluated as per Income Tax Rules, wherever applicable and in other cases at actual cost to the company.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the currency of appointment, Dr. Ishari K Ganesh shall be entitled to remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to necessary approval(s), as may be required from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, National Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to this resolution."

5. Appointment of Ms. Kushmitha K Ganesh (DIN: 09271301) as Whole-time Director:

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

"RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 **("Act")** and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)* and such other approvals, permissions and sanctions, as may be required and pursuant to the provisions of the Articles of Association of the Company and in line with the Nomination and Remuneration Policy **("Policy")** of the Company, and on the recommendation of the Nomination & Remuneration Committee ("**NRC**") and the Board of Directors **("Board")** in their respective meetings held on August 27, 2026, and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing her candidature for office as Whole-time Director, consent of the members of the Company, be and is hereby accorded for Change in Designation of **Ms. Kushmitha K Ganesh (DIN: 09271301)** from Director (Non-Executive) to Whole-time Director w.e.f. October 01, 2026, liable to retire by rotation and a Key Managerial Personnel **("KMP")** of the Company for a period of 03 (three) years from October 01, 2026 till September 30, 2029, on such terms & conditions including remuneration as set out hereunder, to alter, vary and modify the terms & conditions of the said appointment and / or remuneration, in such manner, as may be agreed between the Board subject to the recommendation of the NRC and Ms. Kushmitha K Ganesh in accordance with the Act, Policy or other applicable provisions or any amendment thereto:

a) Period of appointment: 03 (three) years, October 01, 2026 till September 30, 2029.

b) Basic Salary: Not exceeding Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per annum.

c) Perquisites and Allowances: Perquisites including use of a car with driver, personal accident insurance, medical insurance, leave travel allowance and such other benefits as may be provided in accordance with the rules of the Company and the same will be evaluated as per Income Tax Rules, wherever applicable and in other cases at actual cost to the company.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the currency of appointment, Ms. Kushmitha K Ganesh shall be entitled to remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to necessary approval(s), as may be required from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, National Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

6. Re-appointment of Mr. Thummala Gangatharan Balaji (DIN: 00580819) as an Independent Director:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 , 152 and 160 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 **("Act")** read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)*, **Mr. Thummala Gangatharan Balaji (DIN: 00580819),** Independent Director of the Company, bearing IDDB Registration No. IDDB-NR-202204-042200, who was appointed as an Independent Director by the Board in its Meeting held on April 30, 2022 and whose appointment was subsequently approved by the members in the Extra-Ordinary General Meeting held on June 03, 2022, whose current term of office is expiring on June 02, 2027 and pursuant to the recommendations of the Nomination & Remuneration Committee **("NRC")** and the Board of Directors **("Board")** in their respective meetings held on August 27, 2026 and who has submitted a declaration under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations that he meets the criteria for independence as provided and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a 2nd (second) term of 05 (five) consecutive years commencing from **June 03, 2027** to **June 02, 2032** (both days inclusive) subject to continuously fulfilling the Independent Director criteria on the effective date of re-appointment.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, National Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

7. Re-appointment of Ms. Sangeetha Santharam (DIN: 07567200) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 , 152 and 160 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 **("Act")** read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)*, **Ms. Sangeetha Santharam (DIN: 07567200)**, Independent Director of the Company, bearing IDDB Registration No. IDDB-DI-202204-042211, who was appointed as an Independent Director by the Board in its Meeting held on April 30, 2022 and whose appointment was subsequently approved by the members in the Extra-Ordinary General Meeting held on June 03, 2022, whose current term of office is expiring on June 02, 2027 and pursuant to the recommendations of the Nomination & Remuneration Committee **("NRC")** and the Board of Directors **("Board")** in their respective meetings held on August 27, 2026 and who has submitted a declaration under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations that she meets the criteria for independence as provided and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a 2nd (second) term of 05 (five) consecutive years commencing from **June 03, 2027** to **June 02, 2032** (both days inclusive) subject to continuously fulfilling the Independent Director criteria on the effective date of re-appointment.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, National Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

8. Approval for entering Material Related Party Transactions with Dr. Ishari K Ganesh, Promoter and Managing Director of the Company:

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 **("Act")** read with the rules framed thereunder and in terms of First Proviso to Regulation 23(1) read with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s)* *thereof for the time being in force)* and the Company's Policy on Related Party Transactions **("RPT Policy")**, the consent of the Members be and is hereby accorded to the Board of Directors of the Company **("Board"),** which term shall be deemed to include Audit Committee of the Company to enter into/execute contract(s) / arrangement(s) / transaction(s) *(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)* for the purpose of availing unsecured loans **("Borrowings')** as mentioned in the explanatory statement from Dr. Ishari K Ganesh, Promoter & Managing Director **("MD")** of the Company and accordingly 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 MD, for an aggregate value up to **Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only)** for a period of 01 (one) year from the date of approval of this resolution being carried out at arm's length.

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 of Directors be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit to the Audit Committee of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

9. Approval of Material Related Party Transaction(s) with Arthi Associates Private Limited, Promoter Group Company

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 **("Act")** read with the rules framed thereunder and in terms of First Proviso to Regulation 23(1) read with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)* and the Company's Policy on Related Party Transactions **("RPT Policy")**, the consent of the Members be and is hereby accorded to the Board of Directors of the Company **("Board"),** which term shall be deemed to include Audit Committee of the Company to enter into/execute contract(s) / arrangement(s) / transaction(s) *(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)* for the purpose of availing unsecured loans **("Borrowings')** as mentioned in the explanatory statement from **Arthi Associates Private Limited ("AAPL"), Promoter Group Company** and accordingly 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 AAPL, for an aggregate value up to **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** for a period of 01 (one) year from the date of approval of this resolution being carried out at arm's length.

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 of Directors be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit to the Audit Committee of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution.**"**

10. Approval of Material Related Party Transaction(s) with Kushmitha Foundations Private Limited, Promoter Group Company:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 **("Act")** read with the rules framed thereunder and in terms of First Proviso to Regulation 23(1) read with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)*and the Company's Policy on Related Party Transactions **("RPT Policy")**, the consent of the Members be and is hereby accorded to the Board of Directors of the Company **("Board"),** which term shall be deemed to include Audit Committee of the Company to enter into/execute contract(s) / arrangement(s) / transaction(s) *(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)* for the purpose of availing unsecured loans **("Borrowings')** as mentioned in the explanatory statement from **Kushmitha Foundations Private Limited ("KFPL"), Promoter Group Company** and accordingly 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 KFPL, for an aggregate value up to **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** for a period of 01 (one) year from the date of approval of this resolution being carried out at arm's length.

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 of Directors be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit to the Audit Committee of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution.**"**

11. Approval of Material Related Party Transaction(s) with VGS Estates Private Limited, Promoter Group Company:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 **("Act")** read with the rules framed thereunder and in terms of First Proviso to Regulation 23(1) read with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)*and the Company's Policy on Related Party Transactions **("RPT Policy")**, the consent of the Members be and is hereby accorded to the Board of Directors of the Company **("Board"),** which term shall be deemed to include Audit Committee of the Company to enter into/execute contract(s) / arrangement(s) / transaction(s) *(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)* for the purpose of availing unsecured loans **("Borrowings')** as mentioned in the explanatory statement from **VGS Estates Private Limited ("VGS"), Promoter Group Company** and accordingly 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 VGS, for an aggregate value up to **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** for a period of 01 (one) year from the date of approval of this resolution being carried out at arm's length.

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 of Directors be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit to the Audit Committee of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

12. Approval of Material Related Party Transaction(s) with VG Park Beach Resorts Private Limited, Promoter Group Company:

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 **("Act")** read with the rules framed thereunder and in terms of First Proviso to Regulation 23(1) read with Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** *(including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force)* and the Company's Policy on Related Party Transactions **("RPT Policy")**, the consent of the Members be and is hereby accorded to the Board of Directors of the Company **("Board"),** which term shall be deemed to include Audit Committee of the Company to enter into/execute contract(s) / arrangement(s) / transaction(s) *(whether by way of an individual transaction or transactions taken together or series of transactions or otherwise)* for the purpose of availing unsecured loans **("Borrowings')** as mentioned in the explanatory statement from **VG Park Beach Resorts Private Limited ("VPBPL"), Promoter Group Company** and accordingly 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 VGS, for an aggregate value up to **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** for a period of 01 (one) year from the date of approval of this resolution being carried out at arm's length.

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 of Directors be and is hereby authorised to delegate all or any of the powers conferred on it as they may deem fit to the Audit Committee of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Praveen Kumar (ACS: 76575), Company Secretary & Compliance Officer be and are hereby severally authorized to submit the necessary e-forms, documents and papers with the Registrar of Companies, Stock Exchange & such other authorities and to do all such acts, things and deeds as may be required to give effect to the aforesaid resolution."

By Order of the Board
For **Vels Film International Limited**

Sd/-
Praveen Kumar
Company Secretary & Compliance Officer
(ACS: 76575)

Place: Chennai

Date: August 27, 2026

NOTES:

1. In compliance with the Circular dated September 22, 2025 read with Circulars dated April 21, 2020 & May 05, 2020 issued by the Ministry of Corporate Affairs **("MCA")** and the Circular dated October 03, 2024 issued by Securities and Exchange Board of India **("SEBI")** *(collectively referred to as **"Circulars"**)*, this 07th (Seventh) Annual General Meeting is held through Video Conferencing **("VC")** without the physical presence of the Members at a common venue. As mentioned in the aforesaid MCA Circular, the Registered Office shall be the Deemed venue for the purpose of this AGM.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 **("Act")** in respect of the Special Businesses specified above is annexed hereto. Further pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** and the Secretarial Standard 2 **("SS 2")** on General Meetings issued by Institute of Company Secretaries of India **("ICSI")** are also annexed in respect of Item No's 2 to 7.

3. Further, for items from 8 to 12, relating to Related Party Transactions, Industry Standards on Minimum information to be provided to the Audit Committee and Members for approval of Related Party Transactions **("RPT Industry Standards")** has been annexed to the Notice in addition to the Explanatory Statement.

4. Pursuant to Sections 112 and 113 of the Act, corporate members may appoint authorised representatives for the purpose of voting through remote e-voting and for participation and voting at the AGM conducted through VC. Corporate members intending to attend and vote at the AGM through their authorised representatives are requested to send a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM. The said Resolution / Authorisation shall be sent by e-mail from the registered e-mail address of the corporate member to the Company at compliance@velsfilminternational.com and to the Scrutinizer @ rangarajan@bpca.one

5. Mr. Rangarajan Dorairajan, Practising Company Secretary (Membership No. F14171 & CP No. 23671), Partner of BP & Associates, Chennai has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

6. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter, unblock the votes cast through remote e-Voting and shall submit not later than 48 (forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results of voting will be declared and the same along with the Scrutinizer's Report will be published on the websites of NSE @ https://www.nseindia.com/ the Company @ https://velsfilminternational.com/ and the website of NSDL @ https://www.evoting.nsdl.com

7. Only registered members of the Company may attend and vote at the AGM through VC facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to

appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars and the SEBI circulars through VC, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice under the Instructions for Members section.

9. Notice is also given under Section 91 of the Act read with Regulation 42 of the SEBI Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, September 19, 2026 to Friday, September 25, 2026 *(both days inclusive)*.

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the SS 2 issued by the ICSI and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by MCA and SEBI from time to time the Company is providing facility of remote e-Voting and e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited **("NSDL")** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL. In this regard, your Demat Account Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **Cut-Off Date i.e., Friday, September 18, 2026 only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM**. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, September 18, 2026.

12. The remote e-voting period commences on Tuesday, September 22, 2026 from 09:00 A.M. (IST) onwards and ends on Thursday, September 24, 2026 05:00 P.M. (IST). During this period, members of the Company, holding shares as on the Cut-Off Date i.e., Friday, September 18, 2026, may cast their vote by remote e-voting. Those members, who will be present in the AGM through the VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM which shall be available for 15 (fifteen) minutes from the conclusion of the AGM.

13. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further members, who have already voted prior to the meeting date would not be entitled to vote at the meeting. but can attend the AGM.

14. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off Date may obtain the login ID and password by sending a request @ evoting@nsdl. com or the RTA @ investor@cameoindia.com. However, if he / she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.

15. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e., Friday, September 25, 2026.

16. Members are requested to intimate / update changes, if any, pertaining to their name, postal address, telephone / mobile numbers, Permanent Account Number **("PAN")**, mandates, nominations, power of attorney, to their Depository Participants **("DPs")** and not to the Company or Registrar and Share Transfer Agents **("RTA")** of the Company.

17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

18. Non-Resident Indian members are requested to inform the Company's RTA immediately of:

Ø Change in their residential status on return to India for permanent settlement.

Ø Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC and address of the bank with pin code number, if not furnished earlier.

19. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to

their bank details / NECS/ mandates, nominations, power of attorney, change of postal address, name, PAN details, email address, telephone / mobile numbers, etc., to their Depository Participant ("DP"), only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

20. Members seeking any information / desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company @ compliance@velsfilminternational. com by mentioning their DP ID / Client ID, PAN and mobile number on or before Wednesday, September 23, 2026. The same will be replied by the Company suitably.

21. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID, PAN, mobile number @ compliance@velsfilminternational.com on or before Wednesday, September 23, 2026. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to limit the number of speakers, subject to the time available for the conduct of the AGM, and to avoid repetition of questions.

22. Pursuant to the green initiatives of the Company, Electronic copy of the Annual Report of the Company for the Financial Year 2025-26 is being sent to all the members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes. For members who have not registered their e-mail address, hard copies of the Annual Report of the Company for the Financial Year 2025-26 are being sent in the permitted mode. In case any member is desirous of obtaining hard copy of the Annual Report of the Company for the Financial Year 2025-26 and Notice of the 07th (Seventh) AGM of the Company, may send request to the Company's e-mail address at compliance@vels film international. zcom mentioning DP ID and Client ID. The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners on Friday, August 28, 2026.

23. The Members can join the AGM in the VC mode 30 (thirty) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

24. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@velsfilminternational.com.

26. In line with the above mentioned circulars issued by MCA and SEBI, the Notice calling the AGM has been uploaded on the website of the Company at www.velsfilminternational.com/AnnualReport. The Notice can also be accessed from the websites of NSE at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl. com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 A.M. (IST) and ends on Thursday, September 24, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 18, 2026.

How do I 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 and joining virtual meeting 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon.

Type of Share holders	Login Method
Individual Share holders holding securities in demat mode with NSDL	1. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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

	4. 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 or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Share holders 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 my easi 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 or joining virtual meeting & voting during the meeting. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual (Share holders holding securities in demat mode) login through the 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 or joining virtual meeting & voting during the meeting.

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 CSDL	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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. 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/ 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical a) For Members who hold shares in demat account with NSDL.	Your User ID is: 8 Character DP ID followed by 8 Digit Client IDFor example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300*** 12******.
b) 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**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the companyFor example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

b) 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.

c) How to retrieve your ‘initial password’?

(i) 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 digit 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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

a) 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.

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

c) 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.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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

4. 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.

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

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

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

General Guidelines for shareholders

1. 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 to rangarajan@bpca.one with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. 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.

3. 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. Prajakta Pawle, Deputy Manager @ evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) by email to compliance@velsfilminternational.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) to compliance@velsfilminternational.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013 **("Act")** and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"**) sets out all material facts relating to the special businesses to be dealt at the 7th (Seventh) Annual General Meeting as mentioned under **Item Nos. 4 to 12** of the accompanying Notice dated August 27, 2026.

Item No. 4:

Re-appointment and Remuneration of Dr. Ishari K Ganesh (DIN: 00269445), Managing Director for a term of 03 (three) years

Dr. Ishari K Ganesh (DIN: 00269445), Promoter of the Company, has been associated with the Company since its inception and was appointed as the director at the time of incorporation. Subsequently, the Board in its meeting held on April 30, 2022 approved his appointment as the Managing Director of the Company with effect from **April 30, 2022**, for a term of 05 (five) consecutive years, which is due to expire on **April 29, 2027**.

A brief profile of Dr. Ishari K Ganesh is mentioned below:

*Dr. Ishari K Ganesh is an accomplished entrepreneur with over three decades of rich experience in the fields of Education, Media & Entertainment, Healthcare and Business Management. He is the Founder and Chancellor of VELS Institute of Science, Technology and Advanced Studies **("VISTAS")** and Chairman of the Vels Group of Institutions, under whose leadership the Group has established a strong presence across multiple sectors.*

He has played a pivotal role in formulating the Company's strategic vision and has been instrumental in driving its business growth, strengthening its operational capabilities and creating long-term value for its stakeholders. Under his leadership, the Company has expanded its footprint in the Film Production and Entertainment industry while maintaining a strong focus on corporate governance, operational excellence and sustainable growth.

Dr. Ishari Ganesh holds a Bachelor's Degree and Master's Degree in Commerce, a Bachelor of Law (LL.B.), a Master of Business Administration (MBA), a Master of Philosophy (M.Phil.), a Master of Law (LL.M.) and a Doctor of Philosophy (Ph.D.). His academic qualifications, coupled with his extensive entrepreneurial and managerial experience, have enabled him to provide strategic leadership and direction to the Company.

Considering his exemplary leadership, extensive industry experience, strategic vision and significant contribution towards the sustained growth and overall performance of the Company, the Nomination and Remuneration Committee **("NRC")**, at its meeting held on August 27, 2026, after evaluating his performance and considering the Nomination and Remuneration Policy **("NRC Policy")** of the Company, recommended to the Board his re-appointment as Managing Director and Key Managerial Personnel, together with the proposed remuneration.

It may be noted that Dr. Ishari K Ganesh is presently serving as a Non-Executive Director on the Board of certain other companies. Pursuant to Section 203(3) of the Act, his re-appointment as Managing Director of the Company shall not disentitle him from continuing to hold such existing directorships in other companies. Further, he may be appointed or continue to hold office as a Director in other companies in accordance with the applicable provisions of the Act, including with the approval of the Board of Directors of the Company.

Pursuant to the recommendations of the NRC, the Board of Directors **("Board")**, at its meeting held on August 27, 2026, approved and recommended to the Members the re-appointment of Dr. Ishari K Ganesh as the Managing Director, liable to retire by rotation, and Key Managerial Personnel of the Company for a further term of 03 (three) consecutive years commencing from **April 30, 2027** and ending on **April 29, 2030**, upon the terms and conditions, including remuneration, as set out in the Resolution, subject to the approval of the members by way of a Special Resolution.

The proposed re-appointment and remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended from time to time.

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to Dr. Ishari K Ganesh shall be governed by the applicable provisions of Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force.

The statement containing additional information as required in Section II of Part II of Schedule V of the Companies Act, 2013:

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Information</th></tr>
<tr><td>1.</td><td colspan="2">General Information</td></tr>
<tr><td>a.</td><td>Nature of Industry</td><td>Film Production</td></tr>
<tr><td>b.</td><td>Date or expected date of Commencement of commercial production</td><td>Not applicable as the Company is already operational and has ongoing business activities.</td></tr>
<tr><td>c.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable as the Company incorporated on October 25, 2019.</td></tr>
<tr><td>d.</td><td>Financial performance based on given indicators
(Standalone basis)</td><td>(₹ in Lakhs)
<table>
<tr><th>Particulars</th><th>March 31, 2026</th><th>March 31, 2025</th></tr>
<tr><td>Share capital</td><td>1290.80</td><td>1290.80</td></tr>
<tr><td>Liabilities</td><td>38,896.60</td><td>18,840.50</td></tr>
<tr><td>Assets</td><td>40187.40</td><td>20131.30</td></tr>
<tr><td>Turnover</td><td>150.98</td><td>3426.51</td></tr>
<tr><td>Expenses</td><td>2284.17</td><td>4199.78</td></tr>
<tr><td>Profit / (Loss) Before Tax</td><td>(1982.94)</td><td>1776.94</td></tr>
<tr><td>Profit / (Loss) After Tax</td><td>(2193.72)</td><td>1360.19</td></tr>
<tr><td>EPS</td><td>(17.00)</td><td>10.54</td></tr>
</table></td></tr>
<tr><td>e.</td><td>Foreign investments or collaborations, if any</td><td>NIL</td></tr>
<tr><td>2.</td><td colspan="2">Information about the appointee</td></tr>
<tr><td>a.</td><td>Background details</td><td>Dr. Ishari K Ganesh is the Promoter and Managing Director ("MD") of the Company. The Company was incorporated the realization of the vision of our MD to build a professionally managed corporate entity capable of producing high-quality feature films across multiple Indian languages. Throughout his career as film producer, he has produced over 25+ tamil films and more under its production.</td></tr>
<tr><td>b.</td><td>Past remuneration</td><td>₹24,00,000/- (Rupees Twenty Four Lakhs Only)</td></tr>
<tr><td>c.</td><td>Recognition or awards</td><td>
Founder & Chancellor of Vels Institute of Science Technology and Advanced Studies ("VISTAS")
Youngest Founder Chancellor of a deemed to be university in India
Chairman of VELS Group of Institutions & Companies
Tamil Nadu State Film Awards - Best Film (Comali)
Example to Youth Award by Rotaract District Council
Kalaimamani Award and Title conferred by Government of Tamil
Lifetime Achievement Award in the field of Education and Philanthropy
Pride of Tamil Nadu
</td></tr>
<tr><td>d.</td><td>Job profile and his suitability</td><td>Dr. Ishari K Ganesh is the Promoter and Managing Director of the Company and is responsible for providing overall strategic direction and leadership to the Company. His responsibilities</td></tr>
</table>

Sl. No.	Particulars	Information
		include overseeing film production and related business activities, identification and evaluation of film projects, selection of scripts and creative talent, production planning, budgeting, marketing & distribution, and management of relationships with artists, directors, technicians and other industry stakeholders. He also oversees the overall business strategy and operations of the Company with a focus on strengthening its presence in the Indian film and Entertainment Industry. He has extensive experience in the film and entertainment industry and has been associated with the industry since 1991. He has produced several Tamil films. His extensive experience in film production, knowledge of the commercial and creative aspects of the industry, established industry relationships and experience in managing business operations make him suitably qualified to lead the Company as Managing Director. His entrepreneurial and leadership experience further enables him to provide strategic guidance for the Company's growth and long-term development currently.
e.	Remuneration proposed	₹24,00,000/- per annum, plus commission at 10% of the net profits of the Company, subject to applicable statutory limits, together with perquisites and allowances as specified in the resolution
f.	Comparative remuneration profile with respect to industry, size of the Company,	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.
g.	Profile of the position and person in case of expatriates the relevant details would be respect to the country of his origin	Not Applicable
h.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Dr. Ishari K Ganesh is the Promoter and Managing Director of the Company and is entitled to receive remuneration from the Company in his capacity as Managing Director as set out in the proposed resolution. He also holds equity shares in the Company as disclosed herein. Except as stated above and for transactions, if any, in the ordinary course of business and on an arm's length basis, he does not have any other pecuniary relationship with the Company.
3.	**Other information**	
a.	Reasons of loss or inadequate profits	The Company has incurred loss during the year primarily due to the limited number of films released during the financial year 2025-26 and the overall slowdown in the film industry. The limited theatrical releases and the inability of certain films to achieve the expected box office performance have adversely impacted the Company’s revenue and profitability.
b.	Steps taken or proposed to be taken for improvement	The Company is taking steps to improve its financial performance by increasing the number of film releases, focusing on projects with commercially viable content and strengthening its production, distribution and marketing strategies. The Company also proposes to optimise production and promotional costs and explore opportunities for wider

Sl. No.	Particulars	Information
		theatrical and digital distribution to improve revenue generation.
c.	Expected increase in productivity and profits in measurable terms	The Company expects improvement in revenue and profitability through an increase in the number of film releases, improved commercial performance of projects, optimisation of production and promotional costs and wider theatrical and digital distribution. However, a precise quantification of the expected increase in productivity and profits is not practicable at this stage, as the same is materially dependent upon the commercial performance of individual film projects, release schedules, market conditions and the overall performance of the film industry.

Requisite parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given herein:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>1.</td><td>The Financial and operating performance of the company during the three preceding financial years.</td><td>
(₹ in Lakhs)
<table>
<tr><th>Particulars</th><th>March 31, 2026</th><th>March 31, 2025</th><th>March 31, 2024</th></tr>
<tr><td>Share capital</td><td>1,290.80</td><td>1,290.80</td><td>1,290.80</td></tr>
<tr><td>Liabilities</td><td>38,896.60</td><td>18,840.50</td><td>17,928.12</td></tr>
<tr><td>Assets</td><td>40,187.40</td><td>20,131.30</td><td>19,218.92</td></tr>
<tr><td>Turnover</td><td>150.98</td><td>3426.51</td><td>1,075.30</td></tr>
<tr><td>Expenses</td><td>2,284.17</td><td>4,199.78</td><td>3122.00</td></tr>
<tr><td>Profit / (Loss) Before Tax</td><td>(1,982.94)</td><td>1,776.94</td><td>(1703.44)</td></tr>
<tr><td>Profit / (Loss) After Tax</td><td>(2,193.72)</td><td>1,360.19</td><td>(1345.20)</td></tr>
<tr><td>EPS</td><td>(17.00)</td><td>10.54</td><td>(10.42)</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Remuneration or commission drawn by the individual concerned in any other capacity</td><td>NIL</td></tr>
<tr><td>3.</td><td>Remuneration or commission drawn by him from any other company;</td><td>Vels Studios and Entertainment Private Limited
Salary - ₹24,00,000/- (Rupees Twenty Four Lakhs Only)</td></tr>
<tr><td>4.</td><td>Professional qualifications and experience of the individual concerned</td><td>Given elsewhere in this Explanatory Statements</td></tr>
<tr><td>5.</td><td>The relationship between remuneration and performance.</td><td>The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.</td></tr>
<tr><td>6.</td><td>The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.</td><td>The remuneration proposed to be paid to Dr. Ishari K Ganesh is commensurate with his role, responsibilities, experience and contribution as Managing Director.
It has been considered with reference to the remuneration of other directors and senior employees of the Company, wherever applicable.
Due regard has been given to the Company's size, operations, financial position and prevailing industry standards.</td></tr>
</table>

		The proposed remuneration is considered reasonable and proportionate to the responsibilities and performance expectations attached to his position, in accordance with Section 200 and Schedule V of the Act.
7.	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	No
8.	The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.	94,36,000 (Ninety Four Lakhs Thirty Six Thousands) Equity Shares of ₹10/- (Rupees Ten Only) each constituting 73.10% of the Total Equity Shares of the Company. No equity shares are pledged and he does not hold any stock options in the Company

The Board, after considering the recommendations of the Nomination and Remuneration Committee and taking into account the performance evaluation of Dr. Ishari K Ganesh, is of the opinion that his extensive experience, entrepreneurial vision, strategic leadership, domain expertise and significant contribution to the growth and overall performance of the Company make his continued association as the Managing Director beneficial to the Company.

Since the Company has inadequate profits for the purpose of payment of managerial remuneration, the remuneration is proposed in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, under which the approval by way of special resolution is valid for a period of three years. Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Dr. Ishari K Ganesh has furnished his consent to act as the Managing Director of the Company in Form DIR 2 and confirmed that he satisfies the conditions prescribed under the Companies Act, 2013 for his re-appointment. He has also submitted a declaration in Form DIR 8 confirming that he is not disqualified from being appointed or continuing as a Director under Sections 164 of the Companies Act, 2013.

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the SS 2 issued by the ICSI has been disclosed below.

Further, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further SEBI Circular dated June 20, 2018, this is to confirm that Dr. Ishari K Ganesh has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Except Dr. Ishari K Ganesh and his relatives, to the extent of their respective shareholding none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5:

Appointment of Ms. Kushmitha K Ganesh (DIN: 09271301) as Whole-time Director

Ms. Kushmitha K Ganesh (DIN: 09271301), was appointed as the Additional Director (Non-executive) at the Board meeting held on June 02, 2025 and her appointment was approved by the members at the 6th (Sixth) Annual General Meeting held on July 07, 2025.

A brief profile of Ms. Kushmitha K Ganesh is mentioned below:

Ms. Kushmitha K Ganesh is a business leader, lawyer and film producer serving as Vice President of the Vels Group of Companies and Institutions, with leadership responsibilities across Vels Film International Limited, Vels Music International and Vels Studios and Entertainment Limited. With a strong foundation in law and International Commercial Law, she brings a strategic and business-oriented approach to the entertainment industry, combining commercial insight with creative vision across film, music and experiential entertainment.

She holds a B.B.A. LL.B. (Honors) and a Master of Laws (LL.M.) in International Commercial Law. Her multidisciplinary academic background, coupled with her experience in the legal, business and entertainment *sectors, enables her to contribute to strategic business development, expansion of entertainment platforms and the creation of opportunities for filmmakers, artists and emerging talent.*

Ms. Kushmitha Ganesh is focused on building and scaling globally relevant entertainment businesses and experiences rooted in Indian storytelling and talent. Through her leadership, she seeks to contribute to the growth and international reach of India's media and entertainment ecosystem, while fostering creative excellence, innovation and sustainable business growth. Her multidisciplinary expertise positions herself as part of a new generation of women leaders shaping India's evolving entertainment landscape.

Considering her industry experience, new age strategic vision and significant contribution towards the sustained growth and overall performance of the Company, the Nomination and Remuneration Committee **("NRC")**, at its meeting held on August 27, 2026, after evaluating her performance and considering the Nomination and Remuneration Policy **("NRC Policy")** of the Company, recommended to the Board her appointment as Whole-time Director and Key Managerial Personnel, together with the proposed remuneration.

Pursuant to the recommendations of the NRC, the Board of Directors **("Board")**, at its meeting held on August 27, 2026, approved and recommended to the Members the appointment of Ms. Kushmitha K Ganesh as the Whole-time Director, liable to retire by rotation, and Key Managerial Personnel of the Company for a term of 03 (three) consecutive years commencing from **October 01, 2026** and ending on **September 30, 2029**, upon the terms and conditions, including remuneration, as set out in the Resolution, subject to the approval of the Members by way of a Special Resolution.

It may be noted that Ms. Kushmitha K Ganesh is presently serving as a Non-Executive Director on the Board of certain other companies. Pursuant to Section 203(3) of the Act, her appointment as Whole-time Director of the Company shall not disentitle her from continuing to hold such existing directorships in other companies. Further, she may be appointed or continue to hold office as a Director in other companies in accordance with the applicable provisions of the Act, including with the approval of the Board of Directors of the Company.

The proposed appointment and remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 **("Act")** read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended from time to time.

In the event of absence or inadequacy of profits in any financial year during the tenure of her appointment, the remuneration payable to Ms. Kushmitha K Ganesh shall be governed by the applicable provisions of Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force.

The statement containing additional information as required in Section II of Part II of Schedule V of the Companies Act, 2013:

<table>
<tr><th>Sl. No.</th><th>Particulars</th><th>Information</th></tr>
<tr><td>1.</td><td colspan="2">General Information</td></tr>
<tr><td>a.</td><td>Nature of Industry</td><td>Film Production</td></tr>
<tr><td>b.</td><td>Date or expected date of Commencement of commercial production</td><td>Not applicable as the Company is already operational and has ongoing business activities.</td></tr>
<tr><td>c.</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable as the Company incorporated on October 25, 2019.</td></tr>
<tr><td>d.</td><td>Financial performance based on given indicators
(Standalone basis)</td><td>(₹ in Lakhs)
<table>
<tr><th>Particulars</th><th>March 31, 2026</th><th>March 31, 2025</th></tr>
<tr><td>Share capital</td><td>1290.80</td><td>1290.80</td></tr>
<tr><td>Liabilities</td><td>38,896.60</td><td>18,840.50</td></tr>
<tr><td>Assets</td><td>40187.40</td><td>20131.30</td></tr>
<tr><td>Turnover</td><td>150.98</td><td>3426.51</td></tr>
<tr><td>Expenses</td><td>2284.17</td><td>4199.78</td></tr>
<tr><td>Profit / (Loss) Before Tax</td><td>(1982.94)</td><td>1776.94</td></tr>
<tr><td>Profit / (Loss) After Tax</td><td>(2193.72)</td><td>1360.19</td></tr>
<tr><td>EPS</td><td>(17.00)</td><td>10.54</td></tr>
</table></td></tr>
<tr><td>e.</td><td>Foreign investments or collaborations, if any</td><td>NIL</td></tr>
<tr><td>2.</td><td colspan="2">Information about the appointee</td></tr>
<tr><td>a.</td><td>Background details</td><td>Ms. Kushmitha K Ganesh is the daughter of Dr. Ishari K Ganesh and Member of the Promoter Group of the Company. She has been associated with the Vels Group and its entertainment ventures, with leadership responsibilities across film, music and experiential entertainment. She has co-produced several successful tamil movies during her tenure.</td></tr>
<tr><td>b.</td><td>Past remuneration</td><td>NIL</td></tr>
<tr><td>c.</td><td>Recognition or awards</td><td>-</td></tr>
<tr><td>d.</td><td>Job profile and her suitability</td><td>Ms. Kushmitha K Ganesh is responsible for contributing to the strategic direction and growth of the Company, particularly in the areas of film production, entertainment projects, business development and strategic expansion. Her role includes evaluating film and entertainment opportunities, supporting project development and managing relationships with filmmakers, artists and other industry stakeholders.

Her experience in the media and entertainment industry, coupled with her commercial understanding and strategic perspective, makes her suitably qualified to contribute to the Company’s film production and entertainment business. Her exposure to creative ventures and business development enables he\r to support the Company’s growth and long-term expansion.</td></tr>
<tr><td></td><td></td><td>₹15,00,000/- (Rupees Fifteen Lakhs only) per annum</td></tr>
</table>

Sl. No.	Particulars	Information
e.	Remuneration proposed	inclusive of perquisites and allowances as specified in the resolution
f.	Comparative remuneration profile with respect to industry, size of the Company,	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by her, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar counterparts in other companies.
	Profile of the position and person in case of expatriates the relevant details would be respect to the country of her origin	Not Applicable
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Ms. Kushmitha K Ganesh is the Member of the Promoter Group and Director (Non-Executive) of the Company and is entitled to receive remuneration from the Company in her capacity as Whole-time Director as set out in the proposed resolution. She also holds equity shares in the Company as disclosed herein. Except as stated above and for transactions, if any, in the ordinary course of business and on an arm's length basis, she does not have any other pecuniary relationship with the Company.
3.	**Other information**	
a.	Reasons of loss or inadequate profits	The Company has incurred loss during the year primarily due to the limited number of films released during the financial year 2025-26 and the overall slowdown in the film industry. The limited theatrical releases and the inability of certain films to achieve the expected box office performance have adversely impacted the Company’s revenue and profitability.
b.	Steps taken or proposed to be taken for improvement	The Company is taking steps to improve its financial performance by increasing the number of film releases, focusing on projects with commercially viable content and strengthening its production, distribution and marketing strategies. The Company also proposes to optimise production and promotional costs and explore opportunities for wider theatrical and digital distribution to improve revenue generation.
c.	Expected increase in productivity and profits in measurable terms	The Company expects improvement in revenue and profitability through an increase in the number of film releases, improved commercial performance of projects, optimisation of production and promotional costs and wider theatrical and digital distribution. However, a precise quantification of the expected increase in productivity and profits is not practicable at this stage, as the same is materially dependent upon the commercial performance of individual film projects, release schedules, market conditions and the overall performance of the film industry.

Requisite parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given herein:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>1.</td><td>The Financial and operating performance of the company during the three preceding financial years.</td><td>
<table>
<tr><td colspan="4">(₹ in Lakhs)</td></tr>
<tr><th>Particulars</th><th>March 31, 2026</th><th>March 31, 2025</th><th>March 31, 2024</th></tr>
<tr><td>Share capital</td><td>1,290.80</td><td>1,290.80</td><td>1,290.80</td></tr>
<tr><td>Liabilities</td><td>38,896.60</td><td>18,840.50</td><td>17,928.12</td></tr>
<tr><td>Assets</td><td>40,187.40</td><td>20,131.30</td><td>19,218.92</td></tr>
<tr><td>Turnover</td><td>150.98</td><td>3426.51</td><td>1,075.30</td></tr>
<tr><td>Expenses</td><td>2,284.17</td><td>4,199.78</td><td>3122.00</td></tr>
<tr><td>Profit / (Loss) Before Tax</td><td>(1,982.94)</td><td>1,776.94</td><td>(1703.44)</td></tr>
<tr><td>Profit / (Loss) After Tax</td><td>(2,193.72)</td><td>1,360.19</td><td>(1345.20)</td></tr>
<tr><td>EPS</td><td>(17.00)</td><td>10.54</td><td>(10.42)</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Remuneration or commission drawn by the individual concerned in any other capacity</td><td>NIL</td></tr>
<tr><td>3.</td><td>Remuneration or commission drawn by him from any other company;</td><td>Vels Studios and Entertainment Private Limited
Consultancy Fees - ₹15,00,000/- (Rupees Fifteen Lakhs Only)</td></tr>
<tr><td>4.</td><td>Professional qualifications and experience of the individual concerned</td><td>Given elsewhere in this Explanatory Statements</td></tr>
<tr><td>5.</td><td>The relationship between remuneration and performance.</td><td>The remuneration payable is as per general industry norms and commensurate with the operation of the Company and job responsibilities.</td></tr>
<tr><td>6.</td><td>The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.</td><td>The remuneration proposed to be paid to Ms. Kushmitha K Ganesh commensurate with her role, responsibilities, experience and contribution as Whole-time Director.
It has been considered with reference to the remuneration of other directors and senior employees of the Company, wherever applicable.
Due regard has been given to the Company's size, operations, financial position and prevailing industry standards.
The proposed remuneration is considered reasonable and proportionate to the responsibilities and performance expectations attached to her position, in accordance with Section 200 and Schedule V of the Act.</td></tr>
<tr><td>7.</td><td>Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.</td><td>No</td></tr>
<tr><td>8.</td><td>The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.</td><td>1,12,200 (One Lakh Twelve Thousand Two Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each constituting 0.87% of the Total Equity Shares of the Company. No equity shares are pledged and he does not hold any stock options in the Company</td></tr>
</table>

The Board, after considering the recommendations of the Nomination and Remuneration Committee and taking into account the performance evaluation of Ms. Kushmitha K Ganesh, is of the opinion that her extensive experience, entrepreneurial vision, strategic leadership, domain expertise and significant contribution to the growth and overall performance of the Company by appointing her as Whole-time Director will be beneficial to the Company.

Since the Company has inadequate profits for the purpose of payment of managerial remuneration, the remuneration is proposed in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, under which the approval by way of special resolution is valid for a period of 03 (three) years. Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Ms. Kushmitha K Ganesh has furnished her consent to act as the Whole-time Director of the Company in Form DIR 2 and confirmed that she satisfies the conditions prescribed under the Companies Act, 2013 for her appointment. She has also submitted a declaration in Form DIR 8 confirming that she is not disqualified from being appointed or continuing as a Director under Sections 164 of the Companies Act, 2013.

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the SS 2 issued by the ICSI has been disclosed below.

Further, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and further SEBI Circular dated June 20, 2018, this is to confirm that Ms. Kushmitha K Ganesh has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Except Ms. Kushmitha K Ganesh and her relatives, to the extent of their respective shareholding none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No.6:

Re-appointment of Mr. Thummala Gangatharan Balaji (DIN: 00580819) as an Independent Director for a 02nd (Second) Term of 05 (Five) Consecutive years

The Board of Directors **("Board")** appointed **Mr. Thummala Gangatharan Balaji (DIN: 00580819)** bearing IDDB Registration No. IDDB-NR-202204-042200, as an Additional Director of the Company, designated as an Independent Director with effect from April 30, 2022.

Subsequently, he was appointed as an Independent Director by the shareholders of the Company at the Extra-Ordinary General Meeting **("EGM")** held on June 03, 2022, to hold office for a **term of 05 (five) years commencing from June 03, 2022 to June 02, 2027**, not liable to retire by rotation, in terms of the provisions of Section 149(6) of the Companies Act, 2013 **("Act")** read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Accordingly, Mr. Thummala Gangatharan Balaji holds office as an Independent Director up to June 02, 2027 ("First Term"), in terms of Sections 149(10) and 149(11) of the Act.

A brief profile of Mr. Thummala Gangatharan Balaji is mentioned below:

Mr. T G Balaji is a seasoned professional with extensive experience across corporate and business advisory, board and governance advisory, mediation and dispute resolution, legal and strategic advisory, education and institutional advisory, negotiation and settlement, mentoring and leadership guidance, social and community initiatives.

With a strong foundation in law and corporate practice, he has also served as a Director of several companies, with responsibilities spanning strategy, management and governance. His professional experience has equipped him with sound business acumen, independent judgement and practical problem solving abilities.

His expertise in mediation, negotiation and dispute resolution, supported by strong legal insight and corporate experience, enables him to provide balanced and practical perspectives on complex matters. He has also advised businesses, organisations and individuals on matters requiring sound governance, strategic thinking and effective decision-making.

His association with the Company as an Independent Director is expected to be a significant value addition to the Board. His diverse experience, independent perspective, strategic insight and practical understanding of corporate governance will contribute to strengthening the Board's deliberations and decision-making, while supporting the Company's long-term growth and sustainable value creation.

Pursuant to the recommendation of the Nomination & Remuneration Committee **("NRC")**, the Board, in its meeting held on August 27, 2026, approved the re-appointment of Mr. T G Balaji as an Independent Director, not liable to retire by rotation, for a 02nd (second) term of consecutive 05 (five) years commencing from **June 03, 2027** to **June 02, 2032**, based on the evaluation undertaken by the NRC and considering his contribution during his tenure, the Board is of the view that the continued association of Mr. T G Balaji as an Independent Director would be beneficial to the Company and that it is desirable to avail his services as an Independent Director.

The performance evaluation of Independent Directors was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.,

Mr. T G Balaji has given his consent in form DIR 2 to act as director in terms of Section 152(5) of the Act and declaration in Form DIR 8 that he is not disqualified from being re-appointed as a director in terms of Section 164(1) & (2) of the Act. Further, the Company has received declaration under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations stating that he meets the criteria of independence as prescribed.

Further, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Mr. T G Balaji (DIN: 00580819) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Mr. T G Balaji fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his re-appointment as an Independent Director of the Company and is independent of the Management.

Mr. Thummala Gangatharan Balaji does not hold any equity shares in the Company.

The terms and conditions of the proposed re-appointment shall remain the same as those applicable during his first term as an Independent Director and the copy of the draft letter of re-appointment setting out the terms and conditions of his re-appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM. The same is also available on the website of the Company at https://velsfilminternational.com

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the SS 2 issued by the ICSI has been disclosed below.

Pursuant to the provisions of Sections 149(10) and 149(11) and other applicable provisions of the Act, an Independent Director shall hold office for a term of upto 05 (five) consecutive years and shall be eligible for re-appointment for a 2nd (second) consecutive term upon passing of a Special Resolution by the Members.

Except Mr. T G Balaji and his relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7:

Re-appointment of Ms. Sangeetha Santharam (DIN: 07567200) as an Independent Director for a 02nd (Second) Term of 05 (Five) Consecutive years

The Board of Directors **("Board")** appointed **Ms. Sangeetha Santharam (DIN: 07567200)** bearing IDDB Registration No. IDDB-DI-202204-042211, as an Additional Director of the Company, designated as an Independent Director with effect from April 30, 2022.

Subsequently, she was appointed as an Independent Director by the shareholders of the Company at the Extra-Ordinary General Meeting **("EGM")** held on June 03, 2022, to hold office for a **term of 05 (five) years commencing from June 03, 2022 to June 02, 2027**, not liable to retire by rotation, in terms of the provisions of Section 149(6) of the Companies Act, 2013 **("Act")** read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Accordingly, Ms. Sangeetha holds office as an Independent Director up to June 02, 2027 ("First Term"), in terms of Sections 149(10) and 149(11) of the Act.

A brief profile of Ms. Sangeetha Santharam is mentioned below:

Ms. Sangeetha is an accomplished Indian actress, classical dancer and television presenter with over two *decades of experience in the Indian film and entertainment industry. She has predominantly worked in Tamil cinema and has also appeared in Telugu, Malayalam, and Kannada films. Having commenced her acting career in the late 1990s, she has featured in more than 50 films and web series, portraying a wide range of versatile and impactful roles.*

In addition to her successful film career, she has earned recognition as a television presenter and has been associated with several popular television programmes and reality shows. Her extensive experience in the media and entertainment sector has provided her with valuable insights into the creative, commercial and operational aspects of the industry.

Her appointment marks a significant value addition to the Board, bringing with her extensive industry expertise, strategic insights and an independent perspective shaped by her vast experience in the entertainment sector. Her understanding of the evolving media and film landscape, coupled with her professional acumen and commitment to high standards of governance, is expected to strengthen the Company's decision-making process and contribute to its long-term growth and sustainable value creation.

Pursuant to the recommendation of the Nomination & Remuneration Committee **("NRC")**, the Board, in its meeting held on August 27, 2026, approved the re-appointment of Ms. Sangeetha as an Independent Director, not liable to retire by rotation, for a 02nd (second) term of consecutive 05 (five) years commencing from **June 03, 2027** to **June 02, 2032**, based on the evaluation undertaken by the NRC and considering her contribution during her tenure, the Board is of the view that the continued association of Ms. Sangeetha as an Independent Director would be beneficial to the Company and that it is desirable to avail her services as an Independent Director.

The performance evaluation of Independent Directors was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.,

Ms. Sangeetha has given her consent in form DIR 2 to act as director in terms of Section 152(5) of the Act and declaration in Form DIR 8 that she is not disqualified from being re-appointed as a director in terms of Section 164(1) & (2) of the Act. Further, the Company has received declaration under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations stating that she meets the criteria of independence as prescribed.

Further, in compliance with the SEBI Order dated June 14, 2018 to the Stock Exchanges and SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, this is to confirm that Ms. Sangeetha (DIN: 07567200) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board, Ms. Sangeetha fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for her re-appointment as an Independent Director of the Company and is independent of the Management.

Ms. Sangeetha does not hold any equity shares in the Company.

The terms and conditions of the proposed re-appointment shall remain the same as those applicable during his first term as an Independent Director and the copy of the draft letter of re-appointment setting out the terms and conditions of his re-appointment as an Independent Director is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM. The same is also available on the website of the Company at https://velsfilminternational.com

Details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the SS 2 issued by the ICSI has been disclosed below.

Pursuant to the provisions of Sections 149(10) and 149(11) and other applicable provisions of the Act, an Independent Director shall hold office for a term of upto 05 (five) consecutive years and shall be eligible for re-appointment for a 2nd (second) consecutive term upon passing of a Special Resolution by the Members.

Except Ms. Sangeetha and her relatives, to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No's 8 to 12:

As per the Second Proviso to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, a transaction with a Related Party is considered material for a listed entity which has listed its specified securities on the SME Exchange, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 50 Crores (Rupees Fifty Crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

Since the annual consolidated turnover of the Company has declined significantly during the financial year ended March 31, 2026, the applicable threshold for determining materiality of Related Party Transactions is correspondingly lower. Accordingly, any transaction with a Related Party exceeding the threshold prescribed under Regulation 23 of the SEBI Listing Regulations would be considered a Material Related Party Transaction.

The Company is engaged in the business of Film Production and Distribution, which is a highly capital intensive industry requiring substantial and continuous funding to meet production, distribution, operational and other business requirements. Given the inherent nature of the industry, obtaining secured financing from banks and financial institutions may be subject to stringent eligibility criteria, collateral requirements and other conditions and may not always be readily available or commercially feasible. Consequently, the Company from time to time, avail unsecured loans and other financial assistance from internal as well as external sources to meet its working capital and other business requirements.

Considering the upcoming slate of films and the anticipated funding requirements associated therewith, the Company proposes to avail unsecured loans from time to time from both internal and external sources, including persons who fall within the definition of "Related Party" under Regulation 2(1)(zb) of the SEBI Listing Regulations. Such borrowings from Related Parties would constitute Related Party Transactions **("RPTs")** under Regulation 23 of the SEBI Listing Regulations and, where such transactions are material, would require the prior approval of the Audit Committee and the members of the Company, as applicable, in accordance with the SEBI Listing Regulations.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings held on August 27, 2026 have passed resolution to obtain approval of members for entering into Material RPTs. The material RPTs has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval. Further, Audit Committee has reviewed the certificate provided by Dr. Ishari K Ganesh, Managing Director and Mr. Muthukrishnan Srinivasan, Chief Financial Officer of the Company as required under the RPT Industry Standards issued by SEBI vide its circular dated June 26, 2025.

Except for the Promoters and Members of the Promoter Group of the Company who are Directors of the Company and their respective relatives, to the extent of their shareholding, if any, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in Item Nos. 8 to 12 of the Notice.

In accordance with Regulation 23(4) of the SEBI Listing Regulations, no Related Party of the Company shall vote to approve the resolution, irrespective of whether the Related Party is a party to the particular transaction or not.

The Board recommends the Resolution to be passed as Ordinary Resolution to enable the Company to enter into Contracts / transactions / arrangements as approved in the Resolution on arm's length basis.

By order of the Board
For **Vels Film International Limited**

Sd/-
Praveen Kumar
Company Secretary & Compliance Officer
(ACS: 76575)

Place : Chennai
Date : August 27, 2026

Details of Director proposed to be Appointed / re-appointed, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS 2 issued by ICSI:

Sl. No.	Particulars	(Item No. 2 & 4)	(Item No. 3)	(Item No. 5)	(Item No. 6)	(Item No. 7)
1.	**Name of the Director**	Dr. Ishari K Ganesh	Ms. Arthi	Ms. Kushmitha Ganesh	Mr. T G Balaji	Ms. Sangeetha
2.	**DIN**	00269445	00568101	09271301	00580819	07567200
3.	**Date of Birth**	October 07, 1966	November 11, 1973	November 25, 1999	October 13, 1965	October 21, 1979
4.	**Age in years**	59 Years	52 Years	26 Years	60 Years	46 Years
5.	**Date of first appointment**	October 25, 2019	October 25, 2019	June 02, 2025	April 30, 2022	April 30, 2022
6.	**Qualifications**	M. Com, Masters in Law & Doctorate in Philosophy	M. Sc in Computer Applications, Masters in Education, C.I.D.T.T & a Doctorate	BBA & LLB (Honours) and Master of Laws in International Commercial Law	Bachelor in Laws	-
7.	**Experience / Nature of Expertise in Specific Functional Areas**	Film Production & Entertainment, Education, Business Management, Strategic Leadership and Entrepreneurship with over three decades of experience in the Tamil film industry, including film production, coupled with extensive experience in the education sector, institutional management and business administration.	Administration, Education, Institutional Management and Film Production. Extensive experience in administration and management of educational institutions, with experience in film production and oversight of the Company's administrative functions.	Legal, Corporate & Commercial Affairs, Business Administration and Strategic Management. Rich Experience in legal and corporate matters, with academic and professional background in international commercial law and involvement in the administration and management of the Vels Group.	Legal, Construction & Infrastructure, Corporate Advisory and Business Management Over 35 years of Extensive experience in the construction and allied sectors, with legal background and experience as a consultant and advisor to companies in construction and related fields.	Film & Media, Acting, Direction, Creative Arts, Communication and Media Management. Over three decades of Extensive experience as an actress, dancer and television presenter, with experience in film and media, including direction of documentary and dramatic films, creative communication and organisational workflow.
8.	**Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements**	NA	NA	NA	The role requires expertise in legal and regulatory matters, corporate governance, business management and strategic decision making. He has extensive experience in the legal, construction and infrastructure sectors, along with corporate advisory and business management.	The role requires industry knowledge, strategic thinking, communication skills, stakeholder understanding and independent judgment, particularly in the entertainment sector. She has extensive experience in film, television, acting, direction, media and creative arts. Her experience enables her to provide industry insights, creative perspective and

Sl. No.	Particulars	(Item No. 2 & 4)	(Item No. 3)	(Item No. 5)	(Item No. 6)	(Item No. 7)
					His experience enables him to provide independent oversight, legal guidance, strategic advice and informed judgment to the Board.	informed guidance to the Board.
9.	**Directorship in other companies including listed companies**	1. Arthi Associates Private Limited 2. BMMT Institute of Education 3. KL Software Technologies Private Limited 4. Kushmitha Foundations Private Limited 5. Prabhudeva Studios Private Limited 6. Vel Ganesh Foundations Private Limited 7. Vel Ganesh Property Private Limited 8. Vels-AR Institute of Medical Sciences 9. Vels Aviation Services IFSC Private Limited 10. Vels FC Private Limited 11. Vels Higher Education Private Limited 12. Vels Innovation Council 13. Vels K12 Private Limited 14. Vels Studios and Entertainment Private Limited 15. VG Park Beach Resorts Private Limited and 16. VGS Estates Private Limited	1. Arthi Associates Private Limited 2. BMMT Institute of Education 3. Kushmitha Foundations Private Limited 4. Prabhudeva Studios Private Limited 5. Vel Ganesh Property Private Limited 6. Vels-AR Institute of Medical Sciences 7. Vels Aviation Services IFSC Private Limited 8. Vels FC Private Limited 9. Vels Higher Education Private Limited 10. Vels K12 Private Limited 11. Vels Studios and Entertainment Private Limited 12. VG Park Beach Resorts Private Limited and 13. VGS Estates Private Limited	1. Vels Studios and Entertainment Private Limited	-	-

Sl. No.	Particulars	(Item No. 2 & 4)	(Item No. 3)	(Item No. 5)	(Item No. 6)	(Item No. 7)
10.	**Listed entities from which the person has resigned in the past three years**	NIL	NIL	NIL	NIL	NIL
11.	**Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)**	**Vels Film International Limited** 1. Member of Audit Committee	**Vels Film International Limited** 1. Member of Stakeholders Relationship Committee.	NIL	**Vels Film International Limited** 1. Chairman of Audit Committee and 2. Chairman of Stakeholders Relationship Committee	**Vels Film International Limited** Member of Stakeholders Relationship Committee.
12.	**Shareholding in the listed entity, including shareholders as a beneficial owner**	94,36,000	36,000	1,12,200	NIL	NIL
13.	**No. of Board Meetings Held / Attended during the Financial year 2025-26**	10/10	10/10	08/08	10/10	10/10
14.	**Details of Remuneration sought to be paid**	₹24,00,000/-	NIL	₹15,00,000/-	NIL	NIL
15.	**Last Remuneration drawn (per annum)**	₹24,00,000/-	NIL	NIL	NIL	NIL
16.	**Disclosure of relationships between directors inter-se**	Promoter of the Company, Husband of Ms. Arthi & Father of Ms. Kushmitha	Member of the Promoter Group of the Company, Wife of Dr. Ishari K Ganesh & Mother of Ms. Kushmitha	Member of the Promoter Group of the Company & Daughter of Dr. Ishari K Ganesh & Ms. Arthi	NA	NA
17.	**Terms and conditions of re-appointment and remuneration**	Annexed in Explanatory Statement	NA	Annexed in Explanatory Statement	Annexed in Explanatory Statement	Annexed in Explanatory Statement

Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ("RPT") as per RPT Industry Standards

Part A
Minimum information of the proposed RPT

Sl. No.	Particulars of the information	Information provided by the management				
A (1)	**Basic details of the related party**					
1.	Name of the related party	Dr. Ishari K Ganesh	Arthi Associates Private Limited **("AAPL")**	Kushmitha Foundations Private Limited **("KFPL")**	VG Park Beach Resorts Private Limited **("VG Park")**	VGS Estates Private Limited **("VGS")**
2.	Country of incorporation / birth of the related party	India	India	India	India	India
3.	Nature of business of the related party	Individual, hence Not Applicable	Buy, sell and lease of property and real estate	Leasing of land and joint development ventures	Construction of resorts	Development of real estate and residential projects
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:	Promoter	Promoter Group	Promoter Group	Promoter Group	Promoter Group
	□ Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL	NIL	NIL	NIL	NIL
	□ Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share	NA	NA	NA	NA	NA

Sl. No.	Particulars of the information	Information provided by the management				
	capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).					
	□ Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	94,36,000 Equity Shares (73.10%) in the Company	NIL	NIL	NIL	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	Borrowings ₹15,015.80 Lakhs	Borrowings ₹1,416 Lakhs	Borrowings ₹2,920 Lakhs	Borrowings ₹105 Lakhs	No Transaction
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. *(Quarter ended June 30, 2026)*	₹8017.17 Lakhs	₹1,145.23 Lakhs	₹2,399.60 Lakhs	₹3,293.61 Lakhs	NIL
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	NIL	NIL	NIL	NIL
A (3)	**Details of previous transactions with the related party**					

Sl. No.	Particulars of the information	Information provided by the management				
1.	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	₹250 Crores	₹50 Crores	₹50 Crores	₹50 Crores	₹50 Crores
		In Aggregate ₹450 Crores (Rupees Four Hundred and Fifty Crores only)				
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	Yes	Yes	Yes	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Consolidated Turnover for the Financial Year ended March 31, 2026 is ₹157.98 Lakhs i.e., ₹1.57 Crores. Based on the aggregate value of Transaction - 28,484.62%				
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 entity is not a party to the transaction)*	NA	NA	NA	NA	NA
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.	NA, being Individual	Consolidated ₹643.91/- Lakhs	Consolidated ₹175.38/- Lakhs	Standalone ₹237.58/- Lakhs	Consolidated ₹187.75/- Lakhs

Sl. No.	Particulars of the information	Information provided by the management				
	(Financial year ended March 31, 2025)					
6.	Financial performance of the related party for the immediately preceding financial year. *(Financial year ended March 31, 2025) (₹ in Lakhs)*	NA	Turnover - ₹643.91 PAT - ₹243.84 Networth - ₹1898.64	Turnover - ₹643.91 PAT - (₹6.86) Networth - ₹8797.99	Turnover - ₹237.58 PAT - ₹71.09 Networth - ₹168.64	Turnover - ₹275.27 PAT - ₹88.27 Networth - ₹1,029.07
A (5)	**Basic details of the proposed transaction**					
1.	Specific type of the proposed transaction	Borrowings	Borrowings	Borrowings	Borrowings	Borrowings
2.	Details of each type of the proposed transaction	Unsecured Loans	Unsecured Loans	Unsecured Loans	Unsecured Loans	Unsecured Loans
3.	Tenure of the proposed transaction *(tenure in number of years or months to be specified)*	01 (One) Year	01 (One) Year	01 (One) Year	01 (One) Year	01 (One) Year
4.	Whether omnibus approval is being sought?	No	No	No	No	No
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	Upto ₹180 Crores (Rupees One Hundred and Eighty Crores Only)	Upto ₹45 Crores (Rupees Forty Crores Only)	Upto ₹26 Crores (Rupees Twenty Six Crores Only)	Upto ₹19 Crores (Rupees Nineteen Crores Only)	Upto ₹50 Crores (Rupees Fifty Crores Only)
		None of the transaction will be executed for more than a financial year.				
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed borrowings are in the best interest of the Company as they will provide access to timely and flexible funding for meeting the Company's working capital, film production, distribution and other general corporate requirements. The proposed unsecured loans are expected to support the Company's ongoing and upcoming projects and business operations. The terms of the borrowings, including the interest rate, repayment terms and other conditions, will be determined on an arm's length basis and will be subject to the applicable approvals and the Company's RPT Policy.				
7.	Details of the promoter(s) / director(s) / key managerial	Except the Independent Directors & KMPs, all other Directors of the Company have interest in the transaction, directly and indirectly by way of shareholding, directorship and relationship.				

Sl. No.	Particulars of the information	Information provided by the management				
	personnel **("KMP")** of the listed entity who have interest in the transaction, whether directly or indirectly.					
	a. Name of the director / KMP	i. Dr. Ishari K Ganesh; ii. Ms. Arthi; iii. Ms. Preethaa Ganesh; iv. Ms. Kushmitha K Ganesh and v. Mr. Lushvin Kumar Except for Dr. Ishari K Ganesh and Ms. Arthi, none of the Directors hold shares in the related party.				
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA	**Nature of Holding Direct**	**Nature of Holding Direct and Indirect**	**Nature of Holding Direct and Indirect**	**Nature of Holding Direct**
			i. 2,11,000 ii. 84,500	Direct i. 34,46,754 ii. 3,97,377 Indirect i. 2,83,778 ii. 1,13,632	Direct i. 3,17,000 ii. 3,15,000 Indirect i. 7,82,000	i. 9,99,000 ii. 1,000
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA	NA	NA	NA	NA
9.	Other information relevant for decision making	NIL	NIL	NIL	NIL	NIL

Part B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A

Sl. No.	Particulars of the information	Information provided by the management
B (5)	**Borrowings by the listed entity or its subsidiary**	
1.	Material covenants of the proposed transaction	No material restrictive covenants are proposed, other than those relating to repayment, interest, events of default and other customary terms applicable to unsecured borrowings.
2.	Interest rate *(in terms of numerical value or base rate and applicable spread)*	12% p.a.
3.	Cost of borrowing	No additional borrowing cost / processing fee is proposed, other than interest at 12% p.a.
4.	Maturity / due date	As may be mutually decided by the Company and the Lenders
5.	Repayment schedule & terms	As may be mutually decided by the Company and the Lenders
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To meet working capital requirements and funding requirements relating to film production, distribution, marketing and other general corporate purposes of the Company.

Part C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

Sl. No.	Particulars of the information	Information provided by the management
C (4)	**Borrowings by the listed entity or its subsidiary**	
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	Ratio is provided considering the overall limit of the transaction with the related parties.
	a. Before transaction	3.57
	b. After transaction	13.23
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	Ratio is provided considering the overall limit of the transaction with the related parties.
	a. Before transaction	(0.30)
	b. After transaction	0.03