VELS FILM INTERNATIONAL LIMITED

CIN: U74999TN2019PLC132235

DATE: 25th March, 2025
NSE SYMBOL: VELS
TO,
THE MANAGER – LISTING
NATIONAL STOCK EXCHANGE OF INDIA LTD, EXCHANGE PLAZA, BANDRA – KURLA COMPLEX, BANDRA(EAST),
MUMBAI – 400 051, MAHARASHTRA.

Dear Sir/Madam,

Sub: Submission of Voting Results along with Consolidated Scrutinizer's reports of Extra Ordinary General Meeting ("EGM") of VELS FILM INTERNATIONAL LIMITED.

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, we herewith enclose the voting results as per Reg. 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer's report dated 25TH March 2025 of the Extra Ordinary General Meeting ("EGM") of VELS FILM INTERNATIONAL LIMITED was held on Monday, 24TH March, 2025.

Kindly note that the resolution as set out in the notice of the Extra Ordinary General Meeting have been passed with requisite majority as prescribed under applicable Laws and regulations.

This is for your information and records. Kindly acknowledge the receipt of the same

Thanking you
Yours faithfully,

SAMPATH KUMAR SUJATHA

Digitally signed by SAMPATH KUMAR SUJATHA
DN: c=IN, o=PERSONAL,
pseudonym=6180ef9d3fd44e9d84f5111df2476ed2,
2.5.4.20=72a8ae9aa5ad00af2228efbf9b54c04cbc31a7d13030de4d1e2def51ff7a509f,
postalCode=600089, st=Tamil Nadu,
serialNumber=a72d5bb2fefc8548b43e18d547d094e45400bc797f41827199d274d0927a212c,
cn=SAMPATH KUMAR SUJATHA
Date: 2025.03.25 15:33:19 +05'30'

For VELS FILM INTERNATIONAL LIMITED

VELS FILM INTERNATIONAL LIMITED CHENNAI 600035

SAMPATH KUMAR SUJATHA
COMPANY SECRETARY AND COMPLIANCE OFFICER

General information about company	
Scrip code	123456
NSE Symbol	VELS
MSEI Symbol	NOTLISTED
ISIN	INE0I3H01019
Name of the company	Vels Film International Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-03-2025
Start time of the meeting	12:10 PM
End time of the meeting	12:45 PM

Scrutinizer Details	
Name of the Scrutinizer	PRABHAKAR
Firms Name	BP & ASSOCIATES
Qualification	CS
Membership Number	11722
Date of Board Meeting in which appointed	01-03-2025
Date of Issuance of Report to the company	25-03-2025

Voting results	
Record date	17-03-2025
Total number of shareholders on record date	328
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	2
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			TO CONSIDER AND APPROVE THE DISINVESTMENT OF EQUITY SHARES IN VELS STUDIOS AND ENTERTAINMENT PRIVATE LIMITED UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	9491600	9481600	99.8946	9481600	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9491600	9481600	99.8946	9481600	0	100	0
Public- Institutions	E-Voting	182400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	182400	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3234000	1892400	58.5158	1892400	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3234000	1892400	58.5158	1892400	0	100	0
Total		12908000	11374000	88.1159	11374000	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	We would like to inform you that the 94,81,600 favourable votes cast by the promoters were deemed invalid due to their interest in the matter.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

BP & ASSOCIATES
Company Secretaries

Consolidated Scrutinizer's Report - VELS FILM INTERNATIONAL LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of Extra-Ordinary General Meeting of the Equity Shareholders of Vels Film International Limited held on Monday, 24th March, 2025 at 12:10 PM IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai -600018, have been appointed as the Scrutinizer by the Board of Directors of Vels Film International Limited ("the Company") at its meeting held on **01st March 2025** for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the Extra-Ordinary General Meeting ("EGM") of the Equity Shareholders of "Vels Film International Limited" held on Monday, 24th March, 2025 at 12:10 PM (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India's Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

We hereby state that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Extra-Ordinary General Meeting.

BP & ASSOCIATES * CHENNAI *

: 044-2433 4503
: secretarial@bpcorpadvisors.com
: www.bpcorpadvisors.com

New No.443 & 445, 5th Floor, Annexe 1,
Guna Complex, Anna Salai,
Teynampet, Chennai - 600018

2. Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. National Securities Depository Limited, (NSDL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting at the EGM for the Shareholders of the Company.

3. The e-Voting period remained open from Friday 21st March, 2025 (9:00 am IST) and ends on Sunday, 23rd March, 2025 (5:00 pm IST). During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 17th March, 2025 have cast their vote electronically were entitled to vote on the proposed 1 (One) resolution as mentioned in the Notice of the Extra-Ordinary General meeting of "Vels Film International Limited" dated 01st March 2025.

4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.

5. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited. The e-voting data/results downloaded from the e-voting system of National Securities Depository Limited were scrutinized and reviewed, the votes were counted, and the results were prepared

   Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of National Securities Depository Limited.

6. The result of the E- voting is as under:

BP & ASSOCIATES * CHENNAI *

Item No – 1

Special Resolution- TO CONSIDER AND APPROVE THE DISINVESTMENT OF EQUITY SHARES IN VELS STUDIOS AND ENTERTAINMENT PRIVATE LIMITED UNDER SECTION 180(1) (A) OF THE COMPANIES ACT, 2013

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
Remote E-Voting	18,92,400	100	-	-	94,81,600	18,92,400	100.00%
E-Voting	-	-	-	-	-	-	-
Total	18,92,400	100	-	-	94,81,600	18,92,400	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the Extra-Ordinary General Meeting and the same shall be handed over thereafter to the Chairman/ CFO or Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

BP &Associates
Company Secretaries
Peer Review No: P2015TN040200

BP & ASSOCIATES * CHENNAI *

C. Prabhakar
Partner
C.P.No.:11033 | M.No.: F11722
UDIN: F011722F004149262

Place: Chennai
Date: 25th March 2025