



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 04th Annual General Meeting of the Equity Shareholders of VELS FILM INTERNATIONAL LIMITED held on Friday the 29th September, 2023 at 02.30 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 31st August, 2023 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 04th Annual General Meeting ("AGM") of the Equity Shareholders of "VELS FILM INTERNATIONAL LIMITED" held on Friday, the 29th day of September, 2023 at 02.30 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 No. 14/2020 dated 8th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020, 13th January, 2021 and MCA vide General Circular No. 10/2022 dated December 28, 2022 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and SEBI Circular dated 12th May, 2020 and 05th January, 2023 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)





BP & ASSOCIATES
Company Secretaries

- Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Annual General Meeting.
2. Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM 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. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
 3. The e-Voting period remained open from 9.00 AM on Tuesday the 26th September, 2023 upto 5.00 PM on Thursday the 28th September, 2023. 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., Friday, 22nd September, 2023 have cast their vote electronically were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 04th Annual General Meeting of "VELS FILM INTERNATIONAL LIMITED" (Item Number 1 to 3 of the Notice of the 04th AGM of VELS FILM INTERNATIONAL LIMITED).
 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 CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
 5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd .The e-voting data/results downloaded from the e-voting system of CDSL 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 Central Depository Services (India) Limited.





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

Item No - 1 Ordinary Resolution - To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31st March 2023 and report of the Directors and Auditors thereon

Mode of Voting	Votes in favor of the resolution		Votes against the Resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	1,13,18,600	100.00%	-	0.00%	-	1,13,18,600	100.00%
e-Voting	-	0.00%	-	0.00%	-	-	0.00%
Total	1,13,18,600	100.00%	-	0.00%	-	1,13,18,600	100.00%

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

Item No – 2 : Ordinary Resolution - To receive, consider and adopt the Consolidated Audited Financial Statements for the year ended 31st March 2023 and report of the Directors and Auditors thereon.

Mode of Voting	Votes in favor of the resolution		Votes against the Resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	1,13,18,600	100.00%	-	0.00%	-	1,13,18,600	100.00%
e-Voting	-	0.00%	-	0.00%	-	-	0.00%
Total	1,13,18,600	100.00%	-	0.00%	-	1,13,18,600	100.00%

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





Item No - 3 Ordinary Resolution -To consider and if thought fit and desirable, to pass with or without modification(s) resolution under Section 152 and other applicable provision of the Companies Act, 2013, for re appointment of Ms. Preethaa Ganesh, (DIN: 07105539) to the extent she is required to retires by rotation at ensuing AGM and who being eligible, has offered herself for reappointment for further period liable to retire by rotation and such reappointment has been recommended by the nomination and remuneration committee and Board of Directors of the Company .

Mode of Voting	Votes in favor of the resolution		Votes against the Resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote e-Voting	1,13,09,600	100.00%	-	0.00%	9000	1,13,09,600	100.00%
e-Voting	-	0.00%	-	0.00%	-	-	0.00%
Total	1,13,09,600	100.00%	-	0.00%	9000	1,13,09,600	100.00%

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

- All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 04th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries
Peer Review No.:P2015TN040200

C. Prabhakar
Partner
C P No: 11033 | M No : F11722
UDIN:F011722E001143094



Place: Chennai
Date: 30th September, 2023