

NOTICE

NOTICE is hereby given that the 5th Annual General Meeting (AGM) of the Members of **Vels Film International Limited** ("the Company") will be held on Monday, 30th September 2024 at 04.00 P.M. through Video conferencing (VC)/Other Audio-Visual Means (OAVM) and for which purposes, Registered office situated at No.521/2, Anna Salai, Nandanam, Chennai – 600 035 shall be deemed as venue for the meeting and proceedings of the AGM shall be deemed to have taken place thereat to transact the following business:

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 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. 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 Mrs. Arthi Ganesh, (DIN: 00568101) 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 .

SPECIAL BUSINESS:

3. Regularization of Additional Independent Director, Mr. RANGASAMY SIVAKUMAR (DIN: 08336763) by appointing him as Independent Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; , Mr. RANGASAMY SIVAKUMAR (DIN: 08336763 and Independent Director Reg.No: IDDB-DI-202406-060356)

who was appointed as an Additional Director of the Company in Independent Category w.e.f 8TH June, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from June 8th, 2024 to June 7th, 2029 (both dates inclusive)."

"RESOLVED FURTHER THAT the Managing Director be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution."

Notes:

1. Relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of a Director seeking re-appointment at this Annual General Meeting is annexed.
2. At the 2nd Annual General Meeting held on 30th September 2020 the Members approved appointment of M/s. S R B R & ASSOCIATES LLP, Chartered Accountants (Firm Registration No. 004997S) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of AGM to be held in 2025.
3. Pursuant to Section 113 of the Companies Act, 2013 representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorisation shall be sent to the Company

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- by e-mail through its registered e-mail address (ie) compliance@velsfilminternational.com.
4. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 27.
 5. 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 Tuesday, 24th September 2024 to Monday, 30th September 2024 (both days inclusive).
 6. 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") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Cameo Corporate Services Limited in case the shares are held by them in physical form.
 7. 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 at compliance@velsfilminternational.com at least 10 days before the Meeting. The same will be replied by the Company suitably.
 8. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
 9. The Ministry of Corporate Affairs, ("MCA") issued General Circular Nos. 14/2020 dated 08th April, 2022, 17/2020 dated 13th April, 2020, 20/2020 05th May, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated 25th September, 2023 issued by "MCA Circulars". Further, towards this, the Securities and Exchange Board of India ("SEBI), vide its Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023, 06th October, 2023 and 07th October, 2023 ("SEBI Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing/Other Audio-Visual Means ("VC / OAVM") facility on or before 30th June 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the deemed venue for the 05th AGM shall be the Registered Office of the Company. Electronic copy of the Annual Report of the Company for the Financial Year 2023-2024 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 2023-2024 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 2023-2024 and Notice of the 05th AGM of the Company, may send request to the Company's e-mail address compliance@velsfilminternational.com at compliance@velsfilminternational.com mentioning Foilo No./DP ID and Client ID.
 10. Pursuant to the provisions of the Companies Act, 2013 ("the act") a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this Annual General Meeting and hence the Proxy Form is not annexed to this Notice. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM

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- through VC/OAVM and participate there at and cast their votes through e-voting.
11. The Members can join the AGM in the VC/OAVM mode 15 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/OAVM will be made available for all members 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.
 12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote 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 venue voting on the date of the AGM will be provided by NSDL.
 14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.velsfilminternational.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e National Stock Exchange of India Limited 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.
 15. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and General Circular No. 09/2023 dated September 25, 2023.
 16. 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 THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, 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.
 17. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote thereat through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail to prabakar@bpcorpadvisors.com with a copy marked to evoting@nsdl.com
 18. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
 19. Further, on account of the threat posed by COVID-19 and in terms of the MCA Circulars and the SEBI Circular, the Company is sending this AGM Notice along with the Annual Report for FY 2023-24 in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. The Notice convening the AGM and the Annual Report for FY 2023-24 has been uploaded on the website of the Company at www.velsfilminternational.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e. NSE Limited ("NSE") at www.nseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

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20. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
22. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
23. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at compliance@velsfilminternational.com
24. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to compliance@velsfilminternational.com up to the date of the AGM.
25. This AGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company.
26. For permanent registration of their e-mail address, Members are requested to register their e-mail address, in respect of electronic holdings, with their concerned DP and in respect of physical holdings, with the RTA.
27. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
28. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23rd September, 2024 may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23th September, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

The remote e-voting period commences on Friday 27th September, 2024 (9:00 am IST) and ends on Sunday 29th September, 2024 (5:00 pm IST). During this period members of the Company whose names appear in the Register of Members / Beneficial Owners, holding shares in dematerialized form, as on the cut-off date i.e. 23rd September, 2024, may cast their vote by electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently. 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 23rd September, 2024.

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.

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

Type of Share holders	Login Method
Individual Share holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Share holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the

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	<p>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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>						
<p>Individual Share holders holding securities in demat mode login through depository participants</p>	<p>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.</p>						
<p>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.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL</p> <table border="0" data-bbox="295 1113 1380 1417"> <thead> <tr> <th data-bbox="295 1113 779 1144">Login type</th> <th data-bbox="779 1113 1380 1144">Helpdesk details</th> </tr> </thead> <tbody> <tr> <td data-bbox="295 1144 779 1270">Individual Shareholders holding securities in demat mode with NSDL</td> <td data-bbox="779 1144 1380 1270">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</td> </tr> <tr> <td data-bbox="295 1270 779 1417">Individual Shareholders holding securities in demat mode with CSDL</td> <td data-bbox="779 1270 1380 1417">Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no.: 1800-21-09911</td> </tr> </tbody> </table> <p>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. <u>How to Log-in to NSDL e-Voting website?</u></p> <p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol data-bbox="295 1543 1380 1743" style="list-style-type: none"> 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. 		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 toll free no.: 1800-21-09911
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 toll free no.: 1800-21-09911						

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.

Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	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 IDFor 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 use 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

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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 resolutions, 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 prabakar@bpcorpadvisors.com 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 (Name of NSDL Official) at 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. 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), AADHAR (self attested scanned copy of Aadhar 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.**
2. 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.
3. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting

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2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted 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 in the EGM/AGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@velsfilminternational.com. The same will be replied by the company suitably.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANY/RTA:

- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to helpdesk.evoting@nsdlindia.com or contact at toll free no. 1800 22 55 33
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Registered Office:

521/2, Anna Salai,
Nandanam,
Chennai – 600 042

EmailID: compliance@velsfilminternational.com

Website: www.velsfilminternational.com

Contact No: +91 81483 52197

By order of the Board of Directors,
For Vels Film International Limited

- Sd -

SAMPATH KUMAR SUJATHA

Company Secretary &
Compliance Officer

Place : Chennai

Date : 31.08.2024

ANNEXURE TO NOTICE

**Details of the Directors seeking re-appointment/ appointment at the
Forthcoming Annual General Meeting (In pursuance of Regulations 26(4) and 36(3)
of the Listing Regulations and Secretarial Standard-2 on General Meetings)**

Name of the Director	Mrs. Arthi Ganesh
Date of Birth	11 th November 1973
Age	51 years
Qualifications	Under Graduation in Computer Science from SSN College of Engineering, and Post-Graduation in Management & Political Science from London School of Economics
Experience (including expertise in specific functional area) / Brief Resume	At our company she overlooks operations & distribution of films. She has been involved in project overview, script finalization, project cost analysis.
Terms and Conditions of Re-appointment	Non - Executive & Non - Independent Director
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	NIL
Remuneration proposed to be paid	NIL
Date of first appointment on the Board	
Shareholding in the Company including shareholding as a beneficial owner as on 31 st March, 2024	27,000 Equity Shares
Relationship with other Directors / Key Managerial Personnel	Yes, related to Dr. Ishari K. Ganesh, Managing Director and Other Directors of the Company
Number of meetings of the Board attended	10
Directorships of other Boards as on 31 st March, 2024	Annexure -1
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2024	NIL

VELS FILM INTERNATIONAL LIMITED

Sl. No	Names of the Companies / bodies corporate/ firms/ association of individuals	Nature of interest or concern / Change in interest or concern	Share holding Percentage	Date on which interest or concern arose / changed
1.	SQUARE FOUNDATIONS LLP	Designated Partner	-	26-04-2012
2.	G N PROPERTY LLP	Designated Partner	-	17-12-2015
3.	KUSHMITHA FOUNDATIONS PRIVATE LIMITED	Director	21.11%	23-04-2002
4.	ARTHI ASSOCIATES PRIVATE LIMITED	Managing Director	28.60%	13-02-2002
5.	VG PARK BEACH RESORTS PRIVATE LIMITED	Director	29%	25-01-2008
6.	VELS AVIATION SERVICES IFSC PRIVATE LIMITED	Director	-	14-05-2021
7.	MADRAS ELEPHANT ESTATE PRIVATE LIMITED	Additional Director	-	24-08-2020
8.	VGS ESTATES PRIVATE LIMITED	Director	0.08%	16-11-2009
9.	CYBERNEXA INFOTECH PRIVATE LIMITED	Director	-	05-10-2018
10.	PRABHUDEVA STUDIOS PRIVATE LIMITED	Director	-	25-07-2019
11.	VELS STUDIOS AND ENTERTAINMENT PRIVATE LIMITED	Director	01.90%	08.02.2021
12.	VAEL'S INTERNATIONAL ACADEMY FOR EXCELLENCE PRIVATE LIMITED	Additional Director	-	28-07-2010
13.	BMMT INSTITUTE OF EDUCATION	Director	49%	26-02-2015
14.	VEL EDUCATION LIMITED (LONDON)	Shareholder	50%	06.12.2021
15.	KINDLE KIDS INTERNATIONAL SCHOOL PTE LTD (SINGAPORE)	Shareholder	24.98%	19.06.2018
16.	18 DEGREES LAB PTE LTD (SINGAPORE)	Shareholder	10.00%	20.11.2014
17.	VELS FC PRIVATE LIMITED	Director and Shareholder	50.00%	11.10.2023

ANNEXURE- I

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

3. Appointment of Shri RANGASAMY SIVAKUMAR as an Independent Director

The members are informed that on the recommendation of Nomination & Remuneration Committee at their meeting held on 08th June 2024, the Board of Directors has appointed Mr. Rangasamy Sivakumar (DIN: 08336763 and Independent Director Reg.No: IDDB-DI-202406-060356) as an Additional Director in the capacity of Non- Executive and Independent Director with effect from 08th June 2024 and he holds office up to the ensuing General Meeting of the Company. In line with the provisions of the Companies Act, 2013, the Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Rangasamy Sivakumar as Independent Director of the Board for a term of 05 (five) consecutive years. Accordingly, it is proposed to appoint Mr. Rangasamy Sivakumar, as the Independent Director of the Company for a term of 05 (five) consecutive years on the Board with effect from 08th June 2024 to 07th June 2029 and shall not liable to retire by rotation.

Mr. Rangasamy Sivakumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

Except Mr. Rangasamy Sivakumar none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are members of the Company. The Board recommends his appointment as an Independent Director on the Board of Directors of the Company for a term of five consecutive years with effect from 08th June 2024 and not liable to retire by rotation.

**Details of the Directors seeking re-appointment /
appointment at the Forthcoming Annual General Meeting
(In pursuance of Regulations 26(4) and 36(3) of the Listing
Regulations and Secretarial Standard-2 on General Meetings**

Name of the Director	Mr. Rangasamy Sivakumar
Date of Birth	15.09.1951
Age	73 YEARS
Qualifications	M.A., Ph. D.,
Experience (including expertise in specific functional area) / Brief Resume	Retired Associate Professor of English, Presidency College, Chennai
Terms and Conditions of Re-appointment	5 years
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	nil
Remuneration proposed to be paid	nil
Date of first appointment on the Board	18.01.2019
Shareholding in the Company including shareholding as a beneficial owner as on 31 st March, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended	Nil
Directorships of other Boards as on 31 st March, 2024	KUMARAN SPORTS COMPLEX LLP
Membership / Chairmanship of Committees of other Boards as on 31 st March, 2024	NIL