



# Postal Ballot Notice



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Poonamallee Road, Porur Chennai- 600116  
Tel: 044-61727700,  
E-mail id: [info@basilicfly.com](mailto:info@basilicfly.com); Website: [www.basilicflystudio.com](http://www.basilicflystudio.com)

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**POSTAL BALLOT NOTICE**

[Pursuant to Sections 108, 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs]

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, November 22, 2025, at 9:00 a.m. (IST)	Sunday, December 21, 2025, at 5:00 p.m. (IST)

**Dear Members,**

**NOTICE** is hereby given pursuant to Sections 108, 110 of the Companies Act, 2013 (**'the Act'**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (**'SS-2'**), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**'MCA'**) (hereinafter collectively referred to as **'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**) and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out below are proposed to be passed by way of Postal Ballot only through Remote e-Voting i.e. voting through electronic means (**'Remote e-Voting'**).

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Purva Shareregistry Pvt Ltd, the Company's Registrar and Transfer Agent RTA/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through Remote e-Voting system. The detailed procedure for Remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited (**'NSDL'**) as the agency to provide Remote e-Voting facility. Voting rights of the Members shall be in



proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, November 14, 2025 ('Cut-off date') The instructions for Remote e-Voting forms part of this Postal Ballot Notice.

The Postal Ballot Notice will also be available on the website of the Company at [www.basilicflystudio.com](http://www.basilicflystudio.com), website of the Stock Exchange i.e. National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) and on the website of our e-Voting agency i.e. NSDL e-Voting website at [www.evoting.nsd.com](http://www.evoting.nsd.com).

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on **Sunday, December 21, 2025**. Remote e-Voting will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed the V Subramanian, Proprietor of V Subramanian & Co Chartered Accountant, (Firm Registration No. 21897S having office at Flat No. A1 Sannidhi Apartments, Plot 1/253, Manapakkam Main Road, Manapakkam Chennai 600125, holding Membership No. 508882 as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before **Wednesday, December 24, 2025** The same will be displayed on the website of the Company: [www.basilicflystudio.com](http://www.basilicflystudio.com), the website of NSDL: [www.evoting.nsd.com](http://www.evoting.nsd.com) and also shall be communicated to National Stock Exchange of India Limited ('NSE') where the Company's equity shares are listed and be made available on their respective websites.

## **SPECIAL BUSINESS**

### **ITEM NO. 1:**

#### **RE-APPOINT MR. BALAKRISHNAN (DIN: 06590484) AS THE MANAGING DIRECTOR OF THE COMPANY & FIX THE REMUNERATION PAYABLE TO HIM.**

To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and upon the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Balakrishnan (DIN: 06590484) as Managing Director

of the Company for a period of five years with effect from 01.01.2026 till 31.12.2030, on the following remuneration, terms and conditions including as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting.

- (i) Basic salary – INR 12,00,000/- (Rupees Twelve Lakhs Only) per month
- (ii) Perquisites and other benefits:
  - a. Medical Reimbursement: Reimbursement of medical expenses for self and family, in accordance with the rules of the Company.
  - b. Leave Travel Allowance: Leave travel reimbursement for domestic and international travel undertaken with family, as per the rules of the Company.
  - c. Retirement Benefits: Company’s contribution to Provident Fund, Superannuation Fund, Annuity Fund, and Gratuity Fund shall be governed by the applicable rules of the Company.
  - d. Leave Encashment: Encashment of leave will be as per the Rules of the Company.
  - e. Facilities: Provision of a company car, telephone at residence, and mobile phone for official use in connection with the business of the Company.
  - f. Other Benefits: All other terms and conditions of service shall be in line with those applicable to the employees of the Company.
  - g. Reimbursement of Expenses: The Company shall reimburse, from time to time, all expenses incurred by the Managing Director in the course of performing his official duties.

**RESOLVED FURTHER THAT** where in any financial year during his tenure, the Company has no profits or inadequate profits, Mr Balakrishnan (DIN: 06590484) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

**ITEM NO. 2:**

**RE-APPOINTMENT OF MRS. SUNDARAM YOGALAKSHMI (DIN: 07323404) AS THE WHOLE TIME DIRECTOR OF THE COMPANY & FIX THE REMUNERATION PAYABLE TO HER.**

To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable regulations of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and upon the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Sundram Yogalakshmi (DIN: 07323404) as a Whole -time Director of the Company for a period of five years with effect from 01.01.2026 till 31.12.2030, on the following remuneration, terms and conditions including as set out in the Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting.

- (i) Basic salary – INR 8,40,000/- (Rupees Eight Lakhs Forty Thousand Only) per month
- (ii) Perquisites and other benefits:
  - a. Medical Reimbursement: Reimbursement of medical expenses for self and family, in accordance with the rules of the Company.
  - b. Leave Travel Allowance: Leave travel reimbursement for domestic and international travel undertaken with family, as per the rules of the Company.
  - c. Retirement Benefits: Company's contribution to Provident Fund, Superannuation Fund, Annuity Fund, and Gratuity Fund shall be governed by the applicable rules of the Company.
  - d. Leave Encashment: Encashment of leave will be as per the Rules of the Company.
  - e. Facilities: Provision of a company car, telephone at residence, and mobile phone for official use in connection with the business of the Company.
  - f. Other Benefits: All other terms and conditions of service shall be in line with those applicable to the employees of the Company.
  - g. Reimbursement of Expenses: The Company shall reimburse, from time to time, all expenses incurred by the Whole-time Director in the course of performing his official duties.

**RESOLVED FURTHER THAT** where in any financial year during her tenure, the Company has no profits or inadequate profits, Mrs. Sundram Yogalakshmi (DIN: 07323404) will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

**RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

**ITEM NO. 3:**

**INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the Extra - Ordinary General Meeting of the Company held on December 29, 2022 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) to borrow any sum(s) of money, from time to time, including by way of issuance of debentures/bonds, at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs. 150 Crore (Rupees One Hundred Fifty Crore Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

**ITEM NO. 4:**

**CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass with or without modification, the following as a **Special Resolution:**

**“RESOLVED THAT** in supersession of the resolution passed by shareholders of the Company through Extra Ordinary General Meeting (EGM) held on December 29, 2022 and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate/mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies and



trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

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

Sd/-

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

**Registered Office:**

Tower A, Krc Comme zone Mount  
Poonamallee Road, Porur  
Chennai- 600116  
CIN: L92100TN2016PLC103861  
Email ID: [info@basilicfly.com](mailto:info@basilicfly.com)  
Website address: [www.basilicflystudio.com](http://www.basilicflystudio.com)

**Place:** Chennai

**Date:** November 11, 2025

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ('the Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') setting out the material facts and reasons for the proposed Resolutions of the Postal Ballot.
2. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned hereinunder.

3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / RTA/ Depositories as at close of business hours on **Friday, November 14, 2025** i.e. **Cut-off date**, and whose e-mail addresses are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those members who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given hereinunder.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at : [www.basilicflystudio.com](http://www.basilicflystudio.com), websites of the Stock Exchanges i.e. National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of our e-Voting agency.
6. All documents referred to in the Postal Ballot Notice will be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to [cs@basilicfly.com](mailto:cs@basilicfly.com) from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period **Saturday, November 22, 2025 to Sunday, December 21, 2025**.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company or to Company's Registrar & Transfer Agent, M/s.PURVA Sharegistry (India) Pvt. Ltd. at Unit No. 9, Shiv shakti Ind. Estt. JR Boricha Marg Lower Parel (E) Mumbai 400011, in case the shares are held by them in physical form.
8. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and the same shall also be displayed on the Company's website: [www.basilicflystudio.com](http://www.basilicflystudio.com).
9. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on **the Cut-off date**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed Resolutions only through the Remote e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.

10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Postal Ballot Notice.
11. **The Remote e-Voting will commence on Saturday, November 22, 2025, at 9.00 a.m. IST and will end on Sunday, December 21, 2025 at 5.00 P.M. IST.** Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
12. Members are requested to cast their vote through the Remote e-Voting process not later than **5.00 P.M. IST on Sunday, December 21, 2025**, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the vote on the Resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
13. The Company has appointed V Subramanian, Proprietor of V Subramanian & Co Chartered Accountant, (Firm Registration No. 21897S) Practicing Chartered accountant (MOP No 508882) for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.
14. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman. The result of the voting by postal ballot through the Remote e-Voting process will be announced by the Chairman, or such person as authorized, on or before **Wednesday, December 24, 2025**. The Scrutinizer's decision on the validity of the e-Voting shall be final and binding.
15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.basilicflystudio.com](http://www.basilicflystudio.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
16. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Sunday, December 21, 2025**, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
17. Process for those members whose e-mail ids are not registered with the Depositories/the Company for procuring user id and password and registration of e-mail ids for e-Voting for the resolution set out in this Postal Ballot Notice:
  - (a) **Registration of email addresses with PURVA Sharegistry (India) Pvt. Ltd. (RTA):** Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA to update the e-mail with their respective DPs. The details can be obtained from Purva Sharegistry (India) Pvt. Ltd (RTA)'s website.

- (b) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by submitting the Form ISR1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in the future.
- (c) **Alternatively,** Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing Demat account no. / Folio no. and scanned copy of the Share Certificate (front and back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

**18. The details of the process and manner for Remote e-Voting are explained herein below:  
Process to vote electronically using NSDL e-Voting system:**

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

**Step 1: Access to NSDL e-Voting system**

**A. Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	a) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

b) Existing **IDeAS** user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

c) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

d) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing Myeasi username &amp; password.</li> <li>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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the Remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: : <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL 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.

iv. Your User ID details are given below:

-For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).

For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).

-For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001\*\*\* and EVEN is 118825 then user ID is 118825001\*\*\*).

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

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

- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

-How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

-Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

-Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

-If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

- i. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ii. Now, you will have to click on "Login" button.
- iii. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

a) After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle.

b) Select 'EVEN' of the Company for which you wish to cast your vote during the Remote e-Voting period. (EVEN of the Company for this Postal Ballot is '137663')

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

d) Cast your vote by selecting appropriate options

i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

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

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



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

#### **General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-Mail [ca.vsubra@gmail.com](mailto:ca.vsubra@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

-In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

**Sd/-**

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

#### **Registered Office:**

Tower A, Krc Comme zone Mount  
Poonamallee Road, Porur,  
Chennai- 600116  
CIN: L92100TN2016PLC103861  
Email ID: [info@basilicfly.com](mailto:info@basilicfly.com)  
Website address: [www.basilicflystudio.com](http://www.basilicflystudio.com)

**Place:** Chennai

**Date:** November 11,2025

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

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

**ITEM NO. 1:**

Mr. Balakrishnan (DIN:06590484) has been involved in leading the business of the Company successfully and has been instrumental in achieving substantial growth for the Company. Owing to his outstanding qualities, experience and performance over the years, he was designated as a Managing Director of the Company and re-appointed from time to time. He was previously appointed by the Members of the Company at the Extra Ordinary General Meeting of the Company held on December 29, 2022 as the Managing Director of the Company with effect from January 1, 2023 for a period of three years i.e. till December 31, 2025 on continuation basis, without any interruption/ break in service, on terms and conditions including remuneration as approved.

Considering the responsibilities entrusted to him and based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Act and all applicable Rules made under the Act, the Board of Directors in their meeting held on November 11, 2025 has unanimously approved the re-appointment of Mr. Balakrishnan (DIN:06590484) as a Managing Director for a further period of five years w.e.f. January 1, 2026 and ending on December 31, 2030, not liable to retire by rotation, Subject to the Approval of the Shareholders.

**Brief Profile:**

Mr. Balakrishnan is having more than twenty years of Experience in the VFX & Animation Industry. In this capacity, he works closely with the Board of Directors to define strategic goals, evaluate industry trends, and guide the company's overall direction. As a top executive, he is actively involved in staff management and business expansion initiatives.

He also represents the company in public relations efforts, ensures compliance with internal policies and external regulations, and regularly reviews the company's financial performance to ensure sustainable growth.

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

Mr. Balakrishnan satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received from him consent to act as the Managing Director of the Company.



The Company has received his consent, declaration to the effect that he is not disqualified under Section 164 of the Act for being appointed as Director and he is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority along with other disclosures.

Pursuant to Section 102(1) of the Companies Act, 2013, it is informed that Mr. Balakrishnan (DIN:06590484), Managing Director, himself and Mrs. Sundaram Yogalakshmi (DIN: 07323404), Whole Time Director, being the spouse and Mrs. Rajarathinam Thiripurasundari (DIN: 07323583), Non-Executive Non-Independent Director being the mother are concerned in the Resolution No.1 of the accompanying Notice to re-appointment of Managing Director. All persons named above are Promoters of the Company and were holding, along with Promoter Group, 55.32% of total voting power in the Company as on date.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) is provided in Annexure-A to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the Resolution set out at item No. 1 of the Notice.

Accordingly, the Board recommends the Special Resolution in relation to the re-appointment of Mr. Balakrishnan (DIN:06590484) as set forth in item No. 1 of the notice for the approval of the Members.

## **ITEM NO.2**

Mrs. Sundaram Yogalakshmi (DIN:07323404) has been Overseeing the Business strategy and Operations of the Company successfully and has been instrumental in achieving substantial growth for the Company. Owing to her outstanding leadership qualities, experience and performance over the years, she was designated as a Whole-time Director of the Company and re-appointed from time to time. She was previously appointed by the Members of the Company at the Extra Ordinary General Meeting of the Company held on December 29, 2022, as the Whole-time Director of the Company with effect from January 1, 2023 for a period of three years i.e. till December 31, 2025 on continuation basis, without any interruption/ break in service, on terms and conditions including remuneration as approved.

Considering the responsibilities entrusted to her and based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Act and all applicable Rules made under the Act, the Board of Directors in their meeting held on November 11, 2025 has unanimously approved the re-appointment of Mrs. Sundaram Yogalakshmi (DIN:07323404) as a Whole-time Director for a further period of five years w.e.f. January 1,2026 and ending on December 31, 2030, not liable to retire by rotation, subject to the Approval of the Shareholders.

**Brief Profile:**

Mrs. Sundaram Yogalakshmi is skilled business manager, she brings expertise in evaluating company performance and recommending effective strategies for improvement. With hands-on experience in overseeing daily operations, Mrs. Sundaram Yogalakshmi is proficient in streamlining processes and enhancing operational efficiency. As a collaborative and results-driven leader, she has played a key role in raising capital and executing strategies that drive business growth.

She is deeply committed to upholding the company's vision and culture, optimizing internal processes, and mentoring employees to achieve professional excellence and organizational success. She holds Bachelor of Engineering in Electronics and Communication Engineering from Anna University.

Mrs. Sundaram Lakshmi satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Whole-time Director. The Company has received from her consent to act as the Whole-time Director of the Company.

The Company has received her consent, declaration to the effect that he is not disqualified under Section 164 of the Act for being appointed as Director and she is not restrained from holding position of director in any listed company by virtue of any order of SEBI or any such authority along with other disclosures.

Pursuant to Section 102(1) of the Companies Act, 2013, it is informed that Mrs. Sundaram Yogalakshmi (DIN:07323404) , herself and Mr. Balakrishnan (DIN:06590484), Managing Director and spouse and Mrs Rajarathinam Thiripurasundari (DIN: 07323583), Non-Executive Non-Independent Director and mother-in-law are concerned in the Resolution No.2 of the accompanying Notice to re-appointment of Whole-time Director. All persons named above are Promoters of the Company and were holding, along with Promoter Group, 55.32% of total voting power in the Company as on date.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) is provided in Annexure-A to the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than those mentioned above, are concerned or interested, financially or otherwise, in the Resolution set out at item No. 2 of the Notice.

Accordingly, the Board recommends the Special Resolution in relation to the re-appointment of Mrs. Sundaram Yogalakshmi (DIN:07323404) as set forth in item No. 2 of the notice for the approval of the Members.

**ANNEXURE-A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings]**

<b>Name of the Director</b>	Balakrishnan	Sundaram Yogalakshmi
<b>Date of Birth</b>	23.07.1985	29.11.1989
<b>Date of Appointment on the Board</b>	28.01.2016	07.02.2019
<b>Qualifications</b>	Master's degree in electronic media	Bachelor of Engineering [Electronics and Communication Engineering]
<b>Expertise/Skills</b>	Wide range of experience of more than two decades in VFX & Animation services.	Experience of over thirteen years. Business strategy and Skilled Business manager.
<b>Names of listed entities in which the person holds Directorships Directorship and the membership of Committees of the Board</b>	None	None
<b>Details of Listed entities from which he/she resigned during the last three years</b>	None	None
<b>Number of Equity Shares held in the Company</b>	10533250	3383900
<b>Relationship between the directors inter-se</b>	Mrs. Sundaram Yogalakshmi (spouse)-WTD & Mrs. Rajarathinam Thiripurasundari (mother) Non-Executive Non-Independent Director	Mr. Balakrishnan (spouse) – Managing Director & Mrs. Rajarathinam Thiripurasundari (mother-in-law) – Non Executive Non-Independent Director

### **ITEM NO.3**

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In order to pursue opportunities that add value through both organic and inorganic means, it is crucial for the company to have access to specific funding options within a specified timeframe. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits from Rs. 50 Crs Crore to Rs. 150 Crore under section 180(1)(c).

It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 150 Crores (Rupees One Hundred and Fifty Crore Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The Board of Directors recommends the special resolution as set out in item no. 3 for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

### **ITEM NO.4:**

The Members of the Company had at their Extra - Ordinary General Meeting held on December 29, 2022 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.



The Board of Directors recommends the special resolution as set out in item no. 4 for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

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

**Sd/-**

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

**Registered Office:**

Tower A, Krc Comme zone Mount  
Poonamallee Road, Porur  
Chennai- 600116  
CIN: L92100TN2016PLC103861  
Email ID: [info@basilicfly.com](mailto:info@basilicfly.com)  
Website address: [www.basilicflystudio.com](http://www.basilicflystudio.com)

**Place:** Chennai

**Date:** November 11,2025