



GANESH FILMS INDIA LIMITED

503, 5th FLOOR, PLOT – 461D, A WING
PARSHVANATH, GARDENS, BHAUDAJI ROAD, KINGS CIRCLE, MATUNGA, MUMBAI-400019
Email Id –ganeshfilm.compliance@gmail.com | CIN: L07100MH2018PLC307613 | Tel No: +91 9268990911

Date: 29th September, 2023

**The Listing Department
BSE Limited
25th Floor, P J Towers Dalal Street
Mumbai, Maharashtra- 400001**

Sub: Scrutinizer's Report for E-Voting for 5th Annual General Meeting of the Company

Ref: Ganesh Films India Limited (Scrip Code: 541703)

Dear Sir/Madam,

This is with reference to the captioned subject, please find enclosed herewith Scrutinizer's Report issued by Ms. Kavita, Partner, M/s A.K. Nandwani & Associates appointed as Scrutinizer for conducting E-voting process of the 5th Annual General Meeting of the Company.

This is for your information and record.

Thanking You

Yours' Faithfully
FOR GANESH FILMS INDIA LIMITED

**Gaurav Kumar
Director
DIN: 06717452**

Place: Delhi



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D. B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
Ph. : (O) 91-11-41548580 Telefax : 91-11-47528088
E-mail : info@aknassociates.in, aknconsult@gmail.com
Visit us : www.aknassociates.in

29th September, 2023

To,
The Chairman,
Ganesh Films India Limited,
503, Floor-5, Plot-461D,
A Wing Parshvanath Gardens,
Bhaudaji RD, Kings Circle, Matunga
Mumbai-400019

Sub.: Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 5th Annual General Meeting of Ganesh Films India Limited held on day, 29th September, 2023 at 12:00 Noon through Video Conferencing

Dear Sir,

Please find enclosed herewith the Scrutinizer's Report on the 'Remote E-voting' and 'E-Voting at the Meeting' in respect to the resolutions contained in the Notice of the 5th Annual General Meeting of Ganesh Films India Limited held on **Friday, 29th September, 2023 at 12:00 Noon** through Video Conferencing.

This is for your information and records.

Thanking You,

YOURS SINCERELY,

FOR A. K. NANDWANI & ASSOCIATES
COMPANY SECRETARIES

Kavita

KAVITA
(PARTNER)
FCS - 9115
COP - 10641



Encl: As Above



A. K. NANDWANI & ASSOCIATES
Company Secretaries

125-126, B. D. Chambers, 10/54, D. B. Gupta Road,
Karol Bagh, New Delhi - 110005 (INDIA)
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Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the
Companies (Management and Administration) Rules, 2014]*

To,
Mr. Rajiv Vashisht, Chairperson of 5th AGM
GANESH FILMS INDIA LIMITED,
503, Floor-5, Plot-461D
A Wing Parshvanath Gardens,
Bhauddaji RD, Kings Circle, Matunga
Mumbai-400019

Subject: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting and voting through electronic Voting system at the 5th Annual General Meeting of the Members of Ganesh Films India Limited ("the Company") held on Friday, 29th September, 2023 at 12:00 Noon through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)

Dear Sir,

I, Kavita, Practicing Company Secretary, Partner of M/s A.K. Nandwani & Associates, Company Secretaries in Whole-Time Practice, appointed by the Board of Directors of the Company at the meeting held on 31st August, 2023 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the process of remote e-voting and electronic voting held during the 5th Annual General Meeting (AGM) of the Company held on 29th September, 2023 through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

Management Responsibility

The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made there under and General Circular Nos. 14/2020, 17/2020, 20/2020, 39/2020, 02/2021, 2/2022, 03/2022, 10/2022 and 11/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020, January 13, 2021, May 05, 2022, May 05, 2022, December 28, 2022 and December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereafter referred to as "MCA Circulars") relating to remote e-voting and e-voting during the AGM on the resolutions contained in the AGM Notice dated 31st August, 2023 and SEBI Circulars dated 12th May 2020, 15th January, 2021, 13th May, 2022 and 05th January, 2023 and Regulation 44 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and



regulations (including any statutory modification and re-enactment(s) thereof, for the time being in force).

Scrutinizer's Responsibility

Our Responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Consolidated Scrutinizer's Report of the vote cast 'in favour' or 'against' the resolutions stated in the Notice of AGM dated 31st August, 2023 based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and e-voting during the AGM.

I do hereby submit my report as follows:

1. All the Resolutions for consideration at the AGM were transacted through remote e-voting and also e-voting during the AGM, for which purpose the Board of Directors of the Company engaged the services of Central Depository Services (India) Limited (CDSL).
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date i.e., 22nd September, 2023 were entitled to cast their votes by remote e-voting or e-voting during the AGM.
3. Voting through remote e-voting commenced at 9:00 A.M. on 26th September, 2023 and ended on 5:00 P.M. on 28th September, 2023 and after which the remote e-voting was blocked by CDSL.
4. Facility of e-voting was provided during the AGM to those Members who did not cast their votes by remote e-voting prior to the AGM.
5. After Conclusion of Voting at the AGM, the votes cast through e-voting during the AGM and remote e-voting were unblocked on the same day at 12:32 P.M., in the presence of two witnesses, Mr. Biswajeet Karar and Ms. Isha Bajaj neither of whom are in employment of the Company.
6. Based on the report generated from CDSL's e-voting website www.evotingindia.com, which I have scrutinized, the consolidated results of voting are reported as under:

ORDINARY BUSINESS

Item No. 1 — As an Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.



	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 2 — As an Ordinary Resolution

To appoint a Director in place of Mr. Rajiv Vashisht (DIN: 02985977) who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100



#Except Mr. Rajiv Vashisht and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

SPECIAL BUSINESS

Item No. 3 — As an Ordinary Resolution

To appoint Mr. Iqbal Singh (DIN: 02776893) as Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

#Except Mr. Iqbal Singh and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 4 — As an Ordinary Resolution

To appoint Mr. Sunil Bansal (DIN: 06523066) as Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for	Percentage of votes to



	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted	which votes cast	total number of valid votes cast
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

#Except Mr. Sunil Bansal and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 5 — As an Ordinary Resolution

To appoint Mr. Tushar Bansal (DIN: 08192636) as Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100



#Except Mr. Tushar Bansal and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 6 — As a Special Resolution

To appoint Mr. Rajan Singla (DIN: 09188786) as Independent Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

#Except Mr. Rajan Singla and his relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 7 — As a Special Resolution

To appoint Ms. Bhawna Malhan (DIN: 10275579) as Independent Director of the Company

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for	Percentage of votes to



	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted	which votes cast	total number of valid votes cast
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

#Except Ms. Bhawna Malhan and her relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 8 — As a Special Resolution

To consider and approve the borrowing limits

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100



None of the Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice except to the extent of their shareholding in the Company.

Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 9— As a Special Resolution

To make investment, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number of	Number of	Total number of	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted		
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

Based on the aforesaid results, Special Resolution as contained in Item No. 9 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

Item No. 10— As a Special Resolution

To Consider and approve revision in the terms of loan agreements with various entities

	Remote e-voting		E-voting during the AGM		Consolidated voting results		
	Number of	Number of	Number	Number of	Total number of	Total number of Shares for	Percentage of votes to



	Members who voted	Shares for which votes	Members who voted	Shares for which votes	Members who voted	which votes cast	total number of valid votes cast
		Cast		Cast			
Voted in favour of the resolution	13	1528932	0	0	13	1528932	100
Voted against the Resolution	0	0	0	0	0	0	0
Total	13	1528932	0	0	13	1528932	100

#Except Mr. Sunil Bansal and Mr. Tushar Bansal and their relatives, none of the other Directors/ Key Managerial Personnel of the Company /their relative are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

Based on the aforesaid results, Special Resolution as contained in Item No. 10 of the AGM Notice of the Company dated 31st August, 2023 has been passed with Requisite Majority.

7. Twelve (12) members were present in person and all the resolutions are passed with requisite majority.
8. All the relevant records shall remain in my safe custody until the Chairperson of the Meeting considers, approves and signs the minutes of the 5th Annual General Meeting and the same shall be handed over thereafter to the Chairperson or Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

FOR A. K. NANDWANI & ASSOCIATES

Kavita

(KAVITA)
PARTNER
M. NO.: F9115
C.P. NO.: 10641
UDIN: F009115E001124515
PR 1136/2021



Place: New Delhi
Date: 29/09/2023

We the undersigned, have witnessed that the votes cast through remote e-voting and e-voting during the AGM were unblocked from CDSL's e-voting website <https://www.evotingindia.com/> in our presence on 29th September, 2023 at 12:32 P.M.

BISWAJEET KARAR.

Name: Biswajeet Karar
Address: C-29C
New Ashok Nagar,
Delhi - 96

Isha.

Name: Isha Bajaj
Address: 3034, Sant
Nagar, Rani Bagh,
New Delhi - 110034

