

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Inspire Films Limited (“the Company”) by means of Postal Ballot through remote electronic voting (“remote e-voting”) pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) [including any statutory modifications or re-enactments thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through remote e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations (if any).

The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by e-mail to all its shareholders who have registered their e-mail addresses with the **Maashitla Securities Private Limited/ Registrar and Share Transfer Agent (“RTA”)** or Depository/ Depository Participants as on the cut-off date Friday, 14th March, 2025 and physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, shareholders are required to communicate their assent or dissent through the remote e-voting process only.

If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the shareholders would only take place through remote e-voting

The Board of Directors of the Company have appointed **M/s. Swati Nerurkar & Co, Company Secretary in Whole-time Practice (CP No. 8193)**, Mumbai as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote e-voting facility only for this postal ballot process. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to

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provide remote e-voting facility to the Members of the Company. Please refer instructions for remote e-voting given after the proposed resolutions for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on Tuesday, 18th March, 2025 (9:00 A.M. IST) and end on Thursday, 17th April, 2025 (5:00 P.M. IST). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote through remote e-voting not later than the close of working hours at 5:00 P.M. (IST) on Thursday, 17th April, 2025.

Upon completion of remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of postal ballot will be announced on or before 5:00 P.M. (IST), Monday, 21st April, 2025 at the Corporate Office of the Company. The results along with the Scrutinizer's report would be displayed at the Registered and Corporate Office of the Company and shall be submitted with the National Stock Exchange of India Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.inspirefilms.com and on website of NSDL viz. <https://www.evoting.nsdl.com>

SPECIAL BUSINESS

Item No.1:

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹15,00,00,000/- (Rupees Fifteen Crore only) divided into 15,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each to ₹ 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 Equity Shares of ₹ 10/- each by creation of additional 1,50,00,000 equity shares of ₹ 10/-each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is altered.

RESOLVED FURTHER THAT the increased authorized equity share capital shall rank pari-passu in all respect with the existing equity shares of the company

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the

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end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

Item No.2:

SUB-DIVISION OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE TO 10 EQUITY SHARES OF FACE VALUE OF RE. 1 /- PER SHARE:

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

RESOLVED THAT pursuant to the provisions of Section 61(1)(d) read with Section 64 and other applicable provisions, if any, of the Companies Act 2013 and the allied Rules framed (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, approval of the members be and is hereby accorded, for sub-dividing the Equity Shares of the Company, such that each Equity Shares having nominal value of Rs. 10/- (Rupees Ten Only) be sub-divided into 10 (ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up and the relevant Capital Clause V of the Memorandum of the Company be and is hereby altered.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each fully paid up, as given below:

Type of Capital	Pre-Split / Sub-Division of Equity Shares			Post-Split / Sub-Division of Equity Shares/Post Increased in Authorised share Capital		
	No. of Shares	Face Value (in Rs.)	Total	No. of Shares	Face Value (in Rs.)	Total
Authorized Share Capital	15,000,000	10	15,00,00,000	30,00,00,000	1	30,00,00,000
Issued, Subscribed and paid up Capital	13,609,299	10	13,60,92,990	13,60,92,990	1	13,60,92,990

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RESOLVED FURTHER THAT on sub-division, 10 (Ten) Equity Shares of face value of Re. 1/- each be allotted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share of Rs. 10 /- each of the Company and shall be entitled to participate in full dividend to be declared after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall issue, sign and dispatch new share certificate(s) of the Company and shall comply with the prevailing laws/guidelines in this regard; and
- (b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of above-mentioned sub-division/split, the Board be and is hereby authorized to make suitable arrangements / adjustments (including rounding off fraction to nearest one) to deal with such fractions for the benefit of the eligible Members, including but not limited to aggregating / consolidating the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall, as soon as possible, sell such whole equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expense in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

Item No. 3

ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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

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“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Board be and are accorded Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

The Authorized Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1 /- (Rupee One Only) each.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board of Directors or any Committee thereof in this regard.”

Registered Office
111, 1st Floor, Shree Kamdhenu Estate,
Chincholi Off Link Road,
Charkop, Malad -400064

By Order of the Board
For Inspire Films Limited

Sd/-

Date 17th March, 2025
Place: Mumbai

Payal Doshi
Company Secretary &
Compliance Officer

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NOTES:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the Special Business is annexed hereto.

2. In compliance with the circulars issued by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (“SS-2”), this Postal Ballot Notice along with explanatory statement (“Notice”) and remote e-voting instructions are being sent only by e-mail to all those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants (“DP”) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 14th March, 2025.

Members may note that this Notice will also be available on Company’s website (www.inspirefilms.com), and National Securities Depository Limited (‘NSDL’) website (www.evoting.nsdl.com).

3. In compliance with the requirements of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting process only.

4. Voting right of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, 14th March, 2025 (“Cut-off date”). A person, whose name is 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 shall only be entitled to cast their vote through remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, Members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in the Notice.

6. Remote e-voting period shall commence on **Tuesday, 18th March, 2025** (9:00 A.M. IST) and end on **Thursday, 17th April, 2025** (5:00 P.M. IST). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. **Friday, 14th March, 2025** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically in

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respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution(s). Once the vote on resolution(s) is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the Vote again.

8. Results of postal ballot will be announced on or before 5:00 P.M. (IST) on **Monday, 21st April, 2025** at Corporate Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered and Corporate Office of the Company, will be submitted with National Stock Exchange of India Limited where the shares of the Company are presently listed. Additionally, the results along with the Scrutinizer’s Report will also be uploaded on the Company’s website viz. www.inspirefilms.in and on website of NSDL viz. <https://www.evoting.nsdl.com>.

9. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 17th April, 2025.

10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot

11. Instructions for remote e-voting are as below

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system

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.	1. 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

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	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 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.

“Inspire Films Limited” a Beyond Dreams Group Entity

	<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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

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.

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.

4. 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 ID For 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 ID For 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 company For 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.

“Inspire Films Limited” a Beyond Dreams Group Entity

- 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.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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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 resolution, 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 swati@swatinerurkar.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 Rimpa Bag 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. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@inspirefilms.in.
2. In case 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@inspirefilms.in. If you are an Individual shareholders holding securities in demat

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mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. 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.
4. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item Nos. 1, 2 and 3

Presently, the Authorised Share Capital of the Company is 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 equity shares of Rs. 10/- (Rupees Ten) each. The Issued, Subscribed and Paid-Up Capital of the Company is divided into 13,60,92,990 (Thirteen Crore sixty lakhs ninety-two thousand nine hundred & ninety Only) divided into 13,609,299 equity shares of Rs. 10/- (Rupees Ten) each.

The Company has secured multiple mid and big size projects on TV and OTT and hence there may be need for long term working capital and project financing through any means and appropriate way possible. The Board has further asked the management to finalize on the business plan and explore appropriate ways to finance the same. Equity shares of the Company are listed and are being traded on National Stock Exchange of India Limited.

In requirements of the Company for the operations in future, if any, the Board at its meeting held on 21st January, 2025 approved the increase in the Authorized Share Capital of the Company from from existing Rs.15,00,00,000/- (Rupees Fifteen Crores), to Rs. 30,00,00,000/- (Rupees Thirty Crores), subject to approval of members. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V(a) of the Memorandum of Association of the Company.

In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity share of face value of Rs. 10/- into 10 equity shares of the face value of Re. 1/- each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 (“the Act”), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board/Committee of the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 21st January, 2025, approved the aforesaid sub-division subject to requisite approval of the members.

The sub-division/ split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on

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account of sub-division/ split of the equity shares. Further, such sub-division/ split shall not be construed as reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

The Board recommends the Special Resolutions as set out under item no. 1,2 & 3 of the Notice for approval of the Shareholders.

**By Order of the Board
For Inspire Films Limited**

Sd/-

**Date 17th March, 2025
Place: Mumbai**

**Payal Doshi
Company Secretary &
Compliance Officer**

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