Balaji Telefilms Ltd.
C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.: 40698000 • Fax : 40698181 / 82 / 83
Website : www.balajitelefilms.com • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802

September 05, 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Stock Code: 532382

National Stock Exchange of India Ltd.
"Exchange Plaza ",
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051
Stock Code: BALAJITELE

Sub: Notice of Annual General Meeting ("AGM") of Balaji Telefilms Limited for the Financial Year 2025-26.

Dear Sir/Madam,

In continuation to our letter dated August 24, 2026 and in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 32nd Annual General Meeting scheduled to be held on **Tuesday, September 29, 2026 at 03:30 p.m. IST** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), which is being sent through electronic mode to all the Members of the Company who have registered their e-mail address with the Company/Depository Participant(s).

The Notice of AGM and the Annual Report for the Financial Year 2025-26, is available on the website of the Company at **www.balajitelefilms.com**, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com,** respectively, and on the website of Registrar & Transfer Agent of the Company and e-voting agency i.e. KFin Technologies Limited at **https://evoting.kfintech.com/public/downloads.aspx**

Kindly take the same on record.

Thanking You.

Yours truly,

For Balaji Telefilms Limited
Tannu Sharma
Digitally signed by Tannu Sharma
Date: 2026.09.05 14:42:21 +05'30'
Tannu Sharma
Company Secretary and Compliance Officer
Membership No – ACS30622

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of **Balaji Telefilms Limited** ("**the Company**") will be held on **Tuesday, September 29, 2026 at 03:30 P.M IST** (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business(es). The Registered Office of the Company situated at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053, Maharashtra shall be the deemed venue for the meeting.

ORDINARY BUSINESS:

1. To consider and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon; and

   (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the report of Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolutions**:

      (a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the report of the Board of Directors and the Auditors' Report thereon, as circulated to the Members, be and are hereby considered and adopted."

      (b) "RESOLVED THAT the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2026, and the Auditors' Report thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Shobha Ravi Kapoor (DIN: 00005124), who retires by rotation and being eligible, seeks re-appointment, and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Mrs. Shobha Ravi Kapoor (DIN: 00005124), who retires by rotation at this Meeting and being eligible, seeks re-appointment, be and is hereby re-appointed."

SPECIAL BUSINESSES:

3. To approve the continuation of directorship of Ms. Priyanka Chaudhary (DIN: 06520285), Non-Executive, Non-Independent Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:

   "**RESOLVED THAT** in accordance with the applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder (including any statutory modification(s), amendment(s) thereto or re-enactment (s) thereof for the time being in force), Regulation 17(1D) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of directorship of Ms. Priyanka Chaudhary (DIN: 06520285) as Non-Executive, Non-Independent Director of the Company for a period of (5) five years with effect from May 26, 2026 till May 25, 2031 and that she shall not be liable to retire by rotation.

   RESOLVED FURTHER THAT Mrs. Shobha Kapoor, Managing Director, Mr. Sanjay Dwivedi, Group CEO & Group CFO and Ms. Tannu Sharma, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution."

4. To approve remuneration payable to Mrs. Shobha Ravi Kapoor (DIN:00005124) as Managing Director

of the Company for her remaining tenure of 2 years w.e.f. November 10, 2026 and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, and as per the Articles of Association of the Company, based on the recommendations of Nomination and Remuneration Committee and approval of the Board, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Shobha Ravi Kapoor (DIN: 00005124), as Managing Director of the Company, for a further period of 2 (two) years of her remaining tenure of appointment, w.e.f. November 10, 2026 till November 9, 2028, as per the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- per month (i.e. ₹ 2,40,00,000/- per annum) as basic salary and

2. **Perquisites, Allowances & Benefits:**

PART "A"

a) **Housing:**

Managing Director shall be entitled to House Rent Allowance subject to the ceiling of 50% of the basic salary.

b) **Leave Travel Concession / Allowance:**

Earned Leave and Leave Travel Concession / Allowance for self and family not exceeding 10% of the basic salary.

c) **Personal Medical and Accident Insurance:**

Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.

d) **Club Fees:**

Fees of maximum 2 (two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Managing Director.

e) **Medical & Other Allowances:**

Medical and other allowances/related perquisites or reimbursements, not exceeding 30% of the basic salary.

PART "B"

a) **Company's contribution to Provident and other Funds:**

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Leave Encashment:**

Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

a) **Car:**

The Company shall provide such chauffer driven Car to the Managing Director as may be desired by her for business of the Company.

b) **Telephone:**

Personal mobile phone and telephone facilities at the residence of the Managing Director for use of Company's business.

c) **Entertainment Expenses:**

The reimbursement of actual and properly incurred entertainment expenses by the Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expenses as may be decided by the Board from time-to-time as per the Rules/ Schemes of the Company.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of the Managing Director as referred above, Mrs. Shobha Kapoor will be paid the remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as 'Minimum Remuneration' subject to terms of Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors be and are hereby authorized to alter, vary, revise, modify the scope of remuneration of Mrs. Shobha Kapoor, Managing Director and the monetary value of perquisites, to the extent recommended by the Nomination and Remuneration Committee from time-to-time as may be considered appropriate, subject to the overall limits specified by this resolution and applicable laws.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

5. To approve remuneration payable to Ms. Ekta Ravi Kapoor (DIN:00005093) as Joint Managing Director of the Company for the remaining tenure of 2 years w.e.f. November 10, 2026 and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, and as per the Articles of Association of the Company, based on the recommendations of Nomination and Remuneration Committee and approval of the Board, the consent of the Members of the Company accorded for payment of remuneration to Ms. Ekta Ravi Kapoor (DIN: 00005093), as Joint Managing Director of the Company, for a further period of 2 (two) years of her remaining tenure of appointment w.e.f. November 10, 2026 till November 9, 2028, as per the following terms and conditions:

   1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- per month (i.e. ₹ 2,40,00,000/- per annum) as basic salary and

   2. **Perquisites, Allowances & Benefits:**

PART "A"

a) **Housing:**

Joint Managing Director shall be entitled to House Rent Allowance subject to the ceiling of 50% of the basic salary.

b) **Leave Travel Concession / Allowance:**

Earned Leave and Leave Travel Concession / Allowance for self and family not exceeding 10% of the basic salary.

c) **Personal Medical and Accident Insurance:**

Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.

d) **Club Fees:**

Fees of maximum 2 (two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Joint Managing Director.

e) **Medical & Other Allowances:**

Medical and other allowances/related perquisites or reimbursements, not exceeding 30% of the basic salary.

PART "B"

a) **Company's contribution to Provident and other Funds:**

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.

b) **Leave Encashment:**

Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

a) **Car:**

The Company shall provide such chauffer driven Car to the Joint Managing Director as may be desired by her for business of the Company.

b) **Telephone:**

Personal mobile phone and telephone facilities at the residence of the Joint Managing Director for use of Company's business.

c) **Entertainment Expenses:**

The reimbursement of actual and properly incurred entertainment expenses by the Joint Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expenses as may be decided by the Board from time-to-time as per the Rules/ Schemes of the Company.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of the Joint Managing Director as referred above, Ms. Ekta Ravi Kapoor will be paid the remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as 'Minimum Remuneration' subject to terms of Section II of Part II of Schedule V to the Companies Act, 2013

RESOLVED FURTHER THAT the Directors be and are hereby authorized to alter, vary, revise, modify the scope of remuneration of Ms. Ekta Ravi Kapoor, Joint Managing Director and the monetary value of perquisites, to the extent recommended by the Nomination and Remuneration Committee from time-to-time as may be considered appropriate, subject to the overall limits specified by this resolution and applicable laws.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

Regd. Office:
C- 13, Balaji House, Dalia Industrial Estate
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400053, Maharashtra
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

Place: Mumbai
Date: May 26, 2026

By order of the Board of Directors
For **Balaji Telefilms Limited**

Tannu Sharma
Company Secretary and Compliance Officer
(Membership No: ACS30622)

NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circulars dated September 22, 2025, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as "MCA Circulars") and other relevant Circular, if any, issued by Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 32nd Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and hence physical attendance of the Members to the AGM venue is not required. The deemed venue for the AGM shall be the Registered Office of the Company i.e. C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for businesses to be transacted at the AGM along with details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting issued by Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment/re-appointment and other relevant details, as applicable are provided in the **Annexure 1** to the Notice and the Explanatory Statement.

3. Since the AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Further, pursuant to Section 112 and 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or Body Corporate can attend the 32nd AGM through VC/ OAVM and cast their votes through e-Voting.

4. Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (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., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on vijay.yadav@avsassociates.co.in

5. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the Company, Registrar and Share Transfer Agent or the Depository Participant(s).

   Further, pursuant to the requirements Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available will be sent by the Company to those shareholder(s) whose email address(es) are not registered.

6. The Notice of AGM along with Annual Report for the Financial Year 2025-26, is available on the website of the Company at www.balajitelefilms.com and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also available on the website of the Registrar and Share Transfer Agent i.e. KFin Technologies Limited i.e. https://evoting.kfintech.com/public/Downloads.aspx

7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive).

8. Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other Statutory Registers are required to email to investor@balajitelefilms.com.

9. Members holding shares in physical mode are requested to register/update their email address or changes, if any, in their Bank details, in prescribed Form ISR-1 with the Company's RTA viz., KFin Technologies Limited (KFintech), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Rangareddy, Telangana. The Company has sent letters to such shareholders for furnishing relevant details, as mandated vide SEBI Master circular dated February 06, 2026. Form ISR 1 along with other relevant details are also available at the Company's website at https://www.balajitelefilms.com/important_update_for-physical_shareholders.php

   Members holding shares in electronic form may update such details with their respective Depository Participant(s).

10. SEBI has made it mandatory that from April 01, 2019, transfer of securities (except in case of transmission or transposition of securities) can only be done in dematerialized form. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

    SEBI also encourages all shareholders to consider the inherent advantages of dematerialization. If you are holding shares of the Company in physical form, kindly dematerialize your shareholding at the earliest.

    - Open a demat account with any depository participant (DP)
    - Submit dematerialization request form (DRF) and share certificate with DP
    - DP will forward your demat request to the Company / its RTA
    - Upon confirmation of all formalities, your securities will be dematerialized

11. The Board of Directors, at their meeting held on May 26, 2026 has appointed Mr. Vijay Yadav, Practicing Company Secretary (Membership No. FCS 11990) as scrutinizer for conducting the e-voting process in a fair and transparent manner.

12. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Limited within 2 (two) working days of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www. balajitelefilms.com and on Registrar and Transfer Agent's website at https://evoting.kfintech.com/public/Downloads.aspx.

13. The video recording and transcript of the AGM will be hosted on the website of the Company i.e. www.balajitelefilms.com.

14. The resolution(s) shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite majority.

15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Tuesday, September 22, 2026 are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the Meeting (remote e-voting). The remote e-voting period will commence on Friday, September 25, 2026, from 09:00 a.m. (IST) and end on Monday, September 28, 2026, at 05:00 p.m. (IST). The remote e-voting module shall be disabled for voting thereafter. Such remote e-voting facility is in addition to voting system that will be made available during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through Kfintech.

16. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date, Tuesday, September 22, 2026. Any person who is in receipt of this notice but is not a Member as on the cut-off date should treat this notice for information purpose only.

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

18. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Annual General Meeting and holds shares as on the cut-off date, **Tuesday, September 22, 2026,** may obtain the login ID and password for attending the AGM via VC by sending a request at einward.ris@kfintech.com with a copy to investor@balajitelefilms.com.

19. Members who have not claimed their dividend(s) are requested to make their claim to the Company at the Registered Office or to the Registrar & Share Transfer Agent of the Company at the earliest but not later than the due dates for transfer to IEPF. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of Unpaid and Unclaimed dividend amount(s) lying with the Company as on March 31, 2026 on the website of the Company, viz., www.balajitelefilms. com

20. During the Financial Year ended March 31, 2026, the Company has transferred the unpaid or unclaimed dividend declared for the Financial Year 2017-18 to the Investor Education and Protection Fund (IEPF)

Authority established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 29, 2025 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: https://ris.kfintech.com/services/IEPF/IEPFInfo.aspx?q=OQ8HMfJOuy4%3d

The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

21. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during Financial Year 2025-26, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 05, 2026. Details of shares transferred to the IEPF Authority are available on the website of the Company at www.balajitelefilms. com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

22. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time-to-time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on October 05, 2026 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also sent intimation to the concerned Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website at www.balajitelefilms.com. No claim shall lie against the Company in respect of these Equity Shares post their transfer to IEPF. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members/Investors are advised to visit the web-link: http://www.iepf.gov.in/IEPF/refund.html or contact KFintech for lodging claim for refund of shares and/or dividend from the IEPF Authority.

23. SEBI has mandated that, with effect from April 1, 2024, dividends to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details, including mobile number, bank account details, and specimen signature ("KYC Details"). For folios where these details are not registered, the dividend payment will be withheld by the Company. The same shall be released only upon registering the aforementioned required details. Members are requested to submit their PAN, contact details, bank account details, nomination details, and specimen signature (as applicable) to their DP in case they hold securities in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2, and Form ISR-3 (as applicable), available at https://www.balajitelefilms.com/pdf/shareholders/Important_Information_for_Physical_Shareholders.pdf in case they hold securities in physical form. It is in the members' interest to ensure that correct and updated bank account details are available with their Depository Participant (DP) in case of shares held in dematerialized form.

24. SEBI vide its circular dated July 31, 2023 has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI. Web-link to access the said portal is https://smartodr.in/login. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at https://www.balajitelefilms.com/Important_Update_for_the_shareholders.php

25. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to KFintech. Members holding in electronic form may contact their respective Depository Participants for availing this facility.

GENERAL INSTRUCTIONS:

1. The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first-come-first-served basis. This will not include large

Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The transcript of the meeting shall be made available as soon as possible on the website of the Company at www.balajitelefilms.com.

3. The Company has engaged Registrar and Transfer Agents of the Company viz., KFin Technologies Limited (KFintech), for providing facility to the Members to cast votes using remote e-voting system, as well as for voting during the AGM.

4. AGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and Listing Regulations.

PROCEDURE FOR REMOTE E-VOTING

i) The remote e-voting period will commence on **Friday, September 25, 2026, from 09:00 a.m. (IST) and end on Monday, September 28, 2026, at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled for voting thereafter. Such remote e-voting facility is in addition to voting system that will be made available during the AGM.

ii) The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date, **Tuesday, September 22, 2026**.

iii) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFin Technologies Limited ("**KFintech**"), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

iv) However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

v) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

viii) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 **3. Alternatively, by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. 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 (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **KFintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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.co.in or call at : **022 - 4886 7000** and **022 - 2499 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 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number 10057), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., '10057 - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vijay.yadav@avsassociates.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No. 10057"

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that SEBI has mandated that all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/ update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/isrforms.aspx

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	**KFIN Technologies Limited**
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx#

Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at investor@balajitelefilms.com.Questions /queries received by the Company till September 22, 2026 shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 1000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select ‘Speaker Registration’ which will opened on September 23, 2026 from 9:00 A.M IST to 6:00 P.M. IST. Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened on September 23, 2026 from 9:00 A.M IST to 6:00 P.M. IST.

III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 22, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

    1. Example for NSDL:
    2. MYEPWD <SPACE> IN12345612345678
    3. Example for CDSL:
    4. MYEPWD <SPACE> 1402345612345678
    5. Example for Physical:
    6. MYEPWD <SPACE> XXXX1234567890

  If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/ , the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

  Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

VII. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

VIII. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

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

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

2. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

3. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

4. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.

5. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or write to evoting@kfintech.com or call KFintech's toll free No. 1-800-3094-001 for any further clarifications.

Regd. Office:
C- 13, Balaji House, Dalia Industrial Estate
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400053, Maharashtra
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

Place: Mumbai
Date: May 26, 2026

By order of the Board of Directors
For **Balaji Telefilms Limited**

Tannu Sharma
Company Secretary and Compliance
Membership No: ACS30622

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI"), the following Explanatory Statement sets out all material facts relating to the Businesses mentioned under Item No. 3, 4 & 5 of the accompanying Notice.

ITEM NO. 3:

The Members are requested to note that pursuant to amendments made in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") vide SEBI Notification dated June 14, 2023, the continuation of a Director serving on the board, effective April 1, 2024, shall be subject to the approval of shareholders by way of Ordinary resolution in a general meeting, at least once in every five years, from the date of appointment/reappointment of such Director.

The Members are informed that Ms. Priyanka Chaudhary was appointed as an Additional Non-Executive Non-Independent Director effective May 20, 2022 and the said appointment was approved by the Members of the Company at the Annual General Meeting held on August 18, 2022. Accordingly, in keeping with Regulation 17(1D) of Listing Regulations, it is proposed to seek shareholders' approval for continuation of directorship of Ms. Priyanka Chaudhary.

Ms. Chaudhary holds graduate degrees in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and the ACCA, UK. She is Senior Vice President at Reliance Industries. Currently, she is the Chief Operations Officer and Chief Financial Officer of Jio Studios, which is the media business of Reliance Industries Limited. The profile and specific areas of expertise of Ms. Chaudhary and other relevant information is appearing hereunder as **Annexure 1** to this Notice.

The Nomination and Remuneration Committee (NRC) and the Board of Directors is of the view that her extensive experience and expertise in Finance as well as Media & Entertainment sector and her standing in the corporate world will be of great value for the Company, and therefore the continuation of her directorship as a Non-Executive Director was recommended by the NRC and Board at their meeting held on May 25, 2026 and May 26, 2026 respectively. There is no change in the remuneration, and Ms. Priyanka Chaudhary shall continue to be entitled to receive remuneration by way of fee for attending meetings of the Board or Committee(s) thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

Further, the relevant details as required to be furnished under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item No. 3 have been given in **Annexure 1** to this Notice.

Ms. Priyanka Chaudhary is interested in the Resolution set out at Item No. 3 of the Notice with regard to continuation of her term as Non-Executive, Non-Independent Director of the Company. The relatives of Ms. Priyanka Chaudhary may be deemed to be interested in the Resolution to the extent of their shareholding interest in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution set out at Item No. 3 of the Notice.

The Board and the Management recommends the Resolution as set out at Item No. 3 of the accompanying Notice for the approval by the Members of the Company by way of Ordinary Resolution.

ITEM NO. 4:

The Board of Directors of the Company ("the Board") and the Members had approved the appointment of Mrs. Shobha Ravi Kapoor (DIN: 00005124) as a Managing Director of the Company for the term of five (5) years with effect from November 10 , 2023 to November 09, 2028 (both days inclusive). Further, the remuneration to be paid was approved for a period of three (3) years with effect from November 10, 2023 to November 09, 2026, in keeping with the provisions of the Companies Act, 2013. It is now proposed to seek shareholders approval for payment of remuneration for their remaining tenure of two (2) years.

Accordingly, the Nomination and Remuneration Committee and the Board at their meeting held on May 25, 2026 and May 26, 2026 respectively have recommended the continuation of her remuneration for a further period of (2) two years. No change in the remuneration is being proposed.

Mrs. Kapoor has been on the Board of the Company since its inception. She has been in-charge of Company's operational management and efficiency and in controlling 'on-set' activity. Keeping in view that Mrs. Kapoor has rich and varied experience in Media and Entertainment Industry and considerable progress made by the Company under her able guidance and supervision with her sharp business acumen and effective cost management skills, and on the basis of the recommendation made by Nomination and Remuneration Committee and as approved by the Board, Members' approval is being sought for payment of remuneration for a further period of (2) two years with effect from November 10, 2026 to November 09, 2028, as per the details provided in the resolution set out at Item No. 4 of the AGM Notice.

The other terms and condition pertaining to appointment of Mrs. Shobha Kapoor, Managing Director as approved at the Annual General Meeting held on August 17, 2023 shall remain unchanged.

The relevant details as required to be furnished under the Companies Act, 2013 and Listing Regulations, with respect to Item No. 4 have been given in **Annexure 1** to this Notice. Also, information required to be given under Clause (B) (iv) of Part II of Schedule V of the Companies Act, 2013 is also given hereinbelow.

Mrs. Shobha Kapoor is interested in the Resolution set out at Item No. 4 of the Notice with regard to her remuneration. The relatives of Mrs. Shobha Kapoor may be deemed to be interested in the Resolution to the extent of their shareholding interest in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution set out at Item No. 4 of the Notice.

The Board and the Management recommends the Resolution as set out in the Item No. 4 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.

ITEM NO. 5:

The Board of Directors of the Company ("the Board") and the Members had approved the appointment of Ms. Ekta Ravi Kapoor (DIN: 00005093) as a Joint Managing Director of the Company for the term of five (5) years with effect from November 10, 2023 to November 09, 2028 (both days inclusive). Further, the remuneration to be paid was approved for a period of three (3) years with effect from November 10, 2023 to November 09, 2026, in keeping with the provisions of the Companies Act, 2013. It is now proposed to seek shareholders approval for payment of remuneration for their remaining tenure of two (2) years.

Accordingly, the Nomination and Remuneration Committee and the Board at their meeting held on May 25, 2026 and May 26, 2026 respectively have recommended the continuation of her remuneration for a further period of (2) two years. No change in the remuneration is being proposed.

Ms. Kapoor has been on the Board of the Company since its inception. She undertakes the day-to-day creative direction of TV shows and movies produced by the Balaji Group. Considering the progress made by the Company under the able guidance and supervision of Ms. Ekta Ravi Kapoor and her expertise in the industry. and overall experience and on the basis of the recommendation made by the Nomination and Remuneration Committee and as approved by the Board, Members' approval is being sought for payment of remuneration for a further period of (2) two years with effect from November 10, 2026 to November 09, 2028, as per the details provided in the resolution set out at Item No. 5 of the AGM Notice.

The other terms and condition pertaining to appointment of Ms. Ekta Ravi Kapoor, Joint Managing Director as approved at the Annual General Meeting held on August 17, 2023 shall remain unchanged.

The relevant details as required to be furnished under the Companies Act, 2013 and Listing Regulations, with respect to Item No. 5 have been given in **Annexure 1** to this Notice. Also, information required to be given under Clause (B) (iv) of Part II of Schedule V of the Companies Act, 2013 is also given hereinbelow.

Ms. Ekta Ravi Kapoor is interested in the Resolution set out at Item No. 5 of the Notice with regard to her remuneration. The relatives of Ms. Ekta Ravi Kapoor may be deemed to be interested in the Resolution to the extent of their shareholding interest in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution set out at Item No. 5 of the Notice.

The Board and the Management recommends the Resolution as set out in the Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.

Information required to be given under Clause (B) (iv) of Part II of Schedule V of the Companies Act, 2013 for Item Nos. 4 & 5.

I. General Information:

1. Nature of Industry:

Balaji Telefilms Limited is among the pioneers of the Indian Television and Movie industry, catering to the diverse consumer base across Hindi general entertainment space.

Our Television, Motion Pictures and Digital businesses work together as one integrated creative ecosystem—bringing compelling stories to audiences, embracing new formats, and technologies, and creating enduring value across the evolving entertainment landscape.

India's Media & Entertainment (M&E) sector continued its expansion in 2025, growing 9 percent year-on-year to INR 2.78 trillion (around US$ 32 billion), outpacing nominal GDP per-capita growth of 7.7 percent, according to the FICCI-EY Media & Entertainment Report 2026 — 'Stories, scale and impact: Unlocking India's media and entertainment economy.' Growth was driven primarily by digital media, advertising and live experiences, even as select segments faced regulatory and cost pressures. The defining structural shift of the year was the rise of digital media, which crossed the INR 1 trillion mark for the first time and overtook television to become the single largest segment of the industry — a milestone after television led for two decades. Digital advertising grew 26 percent to INR 947 billion, accounting for nearly two-thirds (63 percent) of total advertising revenues, as advertiser categories shifted spends toward performance-led, measurable and commerce-linked formats.

Looking ahead, the M&E sector is expected to grow to INR 3.3 trillion by 2028 (CAGR of over 7 percent), with new media expected to account for over 50 percent of total industry revenues — driven by digital media, live events, filmed entertainment, and animation & VFX. Increasing smartphone penetration, the rapid adoption of Connected TVs, growth in regional-language content and the rise of experiential consumption are expected to continue reshaping the industry. As the sector moves toward a more converged ecosystem, hybrid revenue models combining advertising, subscription and commerce are expected to define its next phase of growth.

2. Date of commencement of Commercial Production:

The Company was incorporated on November 10, 1994. Immediately after incorporation, the Company had commenced production of serials and gradually engaged in the activities of production and distribution of films and other entertainment programmes, including Digital media.

3. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial Performance based on given indicators:

The financial data as per last audited Standalone Balance Sheet and Financial Statements as on March 31, 2026 is as under:

(₹ in Lacs)

Particulars	2025-26 (Audited)
Revenues	21,083.45
Expenditure	27,287.87
Operating Profit	-6,204.42
Less: Interest	190.64
Less: Depreciation	665.62
Operating Profit after interest and depreciation	(7,060.68)
Add: Other Income	1,073.95
Profit Before Taxes	-5,986.73
Less: Provision for Income Tax	-1,437.41
Profit After Taxes	-4,549.32

5. Foreign Investments or Collaborations:

As on March 31, 2026, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is detailed as under:

Particulars	No. of Shares	Percentage (%)
Foreign Portfolio Investors (FPIs)	1,44,56,866	11.86
Foreign Direct Investments (FDIs)	1,54,78,559	12.71
Non-Resident Indians	9,90,167	0.81
Foreign Nationals	181	0.00
Total	**3,09,25,773**	**25.38**

Information about Managing Director and Joint Managing Director

1. Background Details:

Mrs. Shobha Kapoor, Managing Director of the Company has been in-charge of Company's operational management and efficiency and in controlling 'on-set' activity. One of the pioneers of the Indian Television industry, Mrs. Shobha Kapoor has been associated with television content production since the early 90's when the Company was producing popular content for Doordarshan.

Ms. Ekta Ravi Kapoor is the Joint Managing Director of the Company. Ms. Kapoor is the creative brain behind the Company's most successful and famous shows. She ventured into Television Serial production at a very early age and in no time, she altered the face of Indian Television Industry and continues to dominate till date. Her shows have broken all previous records of Television Serial Production and popularity in India. Ms. Ekta Ravi Kapoor is the only Indian to feature in the Hollywood Reporters "The 40 Most Influential Women In International Film List".

2. *Past Remuneration:*

(Amount in ₹)

Name	Designation	Basic Salary	Perquisites, allowance and benefits	Commission	Employer's Contribution to Provident Fund	Total
Shobha Kapoor	Managing Director	1,44,02,628	1,08,00,797	-	21,600	2,52,25,025
Ektaa R. Kapoor	Joint Managing Director	2,36,40,000	1,57,03,428	-	21,600	3,93,65,028

All above figures are per annum and pertains to the Financial Year 2025-26.

3. *Awards and Recognition:*

Amongst others, following is the short list of few of the awards won by Mrs. Shobha Ravi Kapoor, Managing Director and Ms. Ekta Ravi Kapoor, Joint Managing Director:

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms. Ekta Ravi Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms. Ekta Ravi Kapoor & Mrs. Shobha Kapoor
Indian Telly Awards	2003	Best CEO of the Year	Mrs. Shobha Kapoor
Foundation for promotion of Film Art & Craft	2003	Achiever of the Year	Mrs. Shobha Kapoor
American Biographical Institute	2003	Woman of the Year	Ms. Ekta Ravi Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms. Ekta Ravi Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms. Ekta Ravi Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms. Ekta Ravi Kapoor
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer	Ms. Ekta Ravi Kapoor
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television	Ms. Ekta Ravi Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ekta Ravi Kapoor
Indian Business Awards	2017	Business Today's Most Powerful Women	Ms. Ekta Ravi Kapoor
Khaas Rishta Award	2017	Khaas Rishta Award	Ms. Ekta Ravi Kapoor
ITA Awards	2017	Sterling Icon of Entertainment	Ms. Ekta Ravi Kapoor
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year	Ms. Ekta Ravi Kapoor
34th Annual session of FICCI Ladies Organisation	2018	FLO Icon Award	Ms. Ekta Ravi Kapoor
Hindustan Times Style Awards	2019	Most Stylish Filmmaker	Ms. Ekta Ravi Kapoor
Forbes	2019	Icon of Excellence	Ms. Ekta Ravi Kapoor
Maharashtra Achiever's Awards	2019	Content Power House of the Year	Ms. Ekta Ravi Kapoor
Fortune India Awards	2019	Most Powerful Business Women of the Year	Ms. Ekta Ravi Kapoor

Awarding Entity	Year	Award	Awardee
Economic Times	2019	Content Creator of the Year	Ms. Ekta Ravi Kapoor
ET Now Business Leader of the Year Awards	2020	Business Woman of the year	Ms. Ekta Ravi Kapoor
IWMBUZZ Awards	2020	OTT Disruptor of the Year Award	Ms. Ekta Ravi Kapoor
International Quality Awards	2020	Content Creator of the Year	Ms. Ekta Ravi Kapoor
Government of India	2020	Padma Shri Award	Ms. Ekta Ravi Kapoor
Indian Television Academy Awards	2021	Hall of Fame	Ms. Ekta Ravi Kapoor
Midday Hitlist OTT Awards	2021	Industry Leadership Award	Ms. Ekta Ravi Kapoor
DNA Women Achievers Awards	2023	Entertainment Personality of the Year	Ms. Ekta Ravi Kapoor
51st International Emmys Award	2023	Directorate Award	Ms. Ekta Ravi Kapoor
Indian Telly Awards	2025	Editors choice Ramanand Sagar Lifetime Achievement Award	Mrs. Shobha Kapoor

4. *Job Profile and Suitability:*

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta Ravi Kapoor respectively are responsible for the conception of different television shows, digital content and movies produced by the Company and the overall management of the Company. Having been instrumental in steering the Company towards being the leader in the television industry in India, both Mrs. Shobha Kapoor and Ms. Ekta Ravi Kapoor come with three decade's worth of experience in this domain. With this extensive experience, they are ideally placed to ensure that the Company continues to make quality content within a budget specified by the channel, on very stringent timelines. Balaji Telefilms Limited has launched several critically acclaimed television serials and movies within the industry. Balaji's creativity is demonstrated by its series of well received serials that have garnered high TRP ratings. Mrs. Shobha Kapoor's and Ms. Ekta Ravi Kapoor's leadership and involvement has been significant in steering the Company towards being a front runner in the Indian Television industry. They have led teams to conceptualize TV shows and have produced innumerable shows for major broadcasters and have released numerous web series online through our digital app Kutingg. Over the years, the Balaji Group through its movie business has also demonstrated success in pioneering the production of a differentiated cinematic content across different genres. The Company has been involved in creating a number of commercial as well as critically acclaimed movies and web series.

Their creativity is highly regarded as a prime driving force for the Company to fulfill audience expectations. They have a great understanding of India's demographic profile and never cease to deliver appealing content to the masses. Consequently, their efforts have well positioned Balaji Telefilms Limited to cater to the rapidly growing Indian Entertainment space as their commitment to the Company is sure to demonstrate excellent growth going forward.

5. *Remuneration Proposed:*

As specified under Item No. 4 & Item No. 5 of the Notice, respectively. The Members are requested to note that the remuneration proposed under Item No. 4 & Item No. 5 of the Notice is in line with their existing remuneration and no change or revision in remuneration is being proposed.

6. *Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:*

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Shobha Kapoor and Ms. Ekta Ravi Kapoor, the remuneration proposed to be paid is commensurate with the remuneration package paid to the similar counter parts in other Companies.

7. *Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel or other Director:*

Mr. Jeetendra Kapoor is relative of both the appointees. Mrs. Shobha Kapoor is the wife of Mr. Jeetendra Kapoor and Ms. Ekta Ravi Kapoor is the daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor.

Except for the transaction disclosed in Note No. 45 of the accompanying Financial Statements, they do not have any material pecuniary relationship with the Company.

II. Other Information

1. Reasons for inadequate profits:

The content production space operates with certain cyclicality. In the last couple of years, we have had a number of new shows launching which resulted in higher initial costs. However, as the shows become popular they generate significantly higher profits. We now have a more stable line up of shows with improved profitability as the shows launched in previous years have become daily hits. We also undertook cost optimization effort this year to improve EBIDTA level profitability.

2. Steps taken or proposed to be taken for improvement:

In recent years, the Company has put in an aggressive plan to improve per hour realization and improve our production costs. We now focus only on prime time shows with higher impact and higher revenues and have seen our average revenue per hour increase year on year.

We also endeavor to control costs by actively monitoring cost for initial episodes and aim to break even relatively faster. The same is visible in the performance of the Company over the last few quarters.

As regards Movies segment, our endeavor is to pre-lock revenue deals towards Satellite, Music and Digital which enables us to effectively de-risk our movie business segment to a large extent.

3. Expected increase in productivity and profits in measurable terms.

We believe all the initiatives listed above will bring and create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for Balaji Group.

III. Disclosures:

The information and disclosures of the remuneration package of the Managerial Personnel have been already mentioned in the Annual Report in the Corporate Governance Report Section under the heading Remuneration paid to Directors for the year ended March 31, 2026.

ANNEXURE 1

Details of Directors retiring by rotation/Directors proposed to be appointed/continuation of directorship at the Annual General Meeting

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

	Ms. Priyanka Chaudhary	Mrs. Shobha Ravi Kapoor	Ms. Ekta Ravi Kapoor
DIN	06520285	00005124	00005093
Age	43 years	77 Years	50 Years
Qualification	Graduate degree in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and ACCA, UK	Under-graduate	Under-graduate
Brief Resume	As provided in the Annual Report, and also at the website of the Company at the following link: http://www.balajitelefilms.com/board-of-directors.php	As provided in the Annual Report, and also at the website of the Company at the following link: http://www.balajitelefilms.com/board-of-directors.php	As provided in the Annual Report, and also at the website of the Company at the following link: http://www.balajitelefilms.com/board-of-directors.php
Expertise in specific functional area	Ms. Priyanka Chaudhary is a Senior Vice President at Reliance Industries. Currently, she is the Chief Operations Officer and Chief Financial Officer of Jio Studios, which is the media business of Reliance Industries Limited. She holds graduate degrees in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and the ACCA, UK. The detailed profile forms part of this Annual Report and can also be accessed at the company's website **www.balajitelefilms.com**	Mrs. Shobha Kapoor has been extremely instrumental in transforming the Company from its small beginnings in 1994 to India's largest TV content Company. Since inception, Mrs. Kapoor has been hands on in the Company's operational management and efficiency and in controlling 'on-set' activity. The detailed profile forms part of this Annual Report and can also be accessed at the company's website **www.balajitelefilms.com**	Ms. Ekta Ravi Kapoor is credited with revamping India's television landscape. She pioneered an entire genre of television content, heralding India's satellite television boom. Balaji's shows have been and continue to be channel drivers for most general entertainment broadcasters. The detailed profile forms part of this Annual Report and can also be accessed at the company's website **www.balajitelefilms.com**
Experience	21+ years of experience	32+ years of experience in Media and Entertainment industry.	32+ years of experience in Media and Entertainment industry.
Relationship with other Directors/ Key Managerial Personnel	She is not related to any Director and Key Managerial Personnel of the Company.	Wife of Mr. Jeetendra Kapoor and Mother of Ms. Ekta Ravi Kapoor; not related to any other Directors/Key Managerial Personnel.	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor; not related to any other Directors/Key Managerial Personnel.

	Ms. Priyanka Chaudhary	**Mrs. Shobha Ravi Kapoor**	**Ms. Ekta Ravi Kapoor**
Terms & Conditions of Re-appointment and details of remuneration sought to be paid and justification for appointment	As per the resolution at Item No. 3 of the Notice convening this meeting read with Explanatory Statement thereto.	As per the resolution at Item No. 4 of the Notice convening this meeting read with Explanatory Statement thereto.	As per the resolution at Item No. 5 of the Notice convening this meeting read with Explanatory Statement thereto.
Remuneration last drawn for financial year 2025-26 (including sitting fee and commission)	Only sitting fee amounting to ₹ 200,000 for attending Board meetings has been paid.	₹ 2,52,25,025/-	Rs,3,93,65,028/-
Date of first appointment on the Board	May 20, 2022	November 10, 1994	November 10, 1994
Shareholding in the Company as on March 31, 2026	NIL	1,10,08,850 Equity shares of Face value of ₹ 2 /- each	2,18,49,954 Equity shares of Face value of ₹ 2 /- each
No. of Meetings of the Board attended during the financial year 2025-26	4 (four)	4 (four)	1 (one)
Listed entities wherein directorship held as on date of this Notice	• Balaji Telefilms Limited (Non- Executive, Non-Independent Director)	• Balaji Telefilms Limited	• Balaji Telefilms Limited
Directorships held in other Companies as on the date of this Notice with details of listed entities from which the person has resigned in the past three years	• Studio 18 Media Private Limited • Sikhya Entertainment Private Limited Ms. Priyanka Chaudhary has not resigned in any listed entities since past three years	• Balaji Motion Pictures Limited • Ding Infinity Private Limited • Balaji Teleproducts Limited • Balaji Films & Telly Investments Limited • Pantheon Buildcon Private Limited Mrs. Shobha Ravi Kapoor has not resigned in any listed entities since past three years.	• Balaji Motion Pictures Limited • Ding Infinity Private Limited • Balaji Teleproducts Limited • Balaji Films & Telly Investments Limited • Ekta K. Securities & Investment Private Limited • Pantheon Buildcon Private Limited • B.D. Inno Ventures Limited Ms. Ekta Ravi Kapoor has not resigned in any listed entities since past three years.
Membership/ Chairpersonship of Committees of Companies as on the date of this Notice	NIL	**Balaji Telefilms Limited:** • Stakeholders' Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) • Risk Management Committee (Chairperson)	**Balaji Telefilms Limited:** Stakeholders' Relationship Committee (Member)