

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
CIN No. : L99999MH1994PLC082802



November 15, 2021

To,

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice dated November 09, 2021 along with the Explanatory Statement ("Notice") for seeking approval of Members of the Company by way of remote e-voting process to transact the following business(s):

Item No.	Business to be transacted through Postal Ballot-Special Resolution
1.	To consider and approve the payment of remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for her remaining period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.
2.	To consider and approve the payment of remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for a remaining period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company/Depositories/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as on Friday, November 12, 2021 ("Cut-off date").

As per the MCA Circulars issued in view of the ongoing COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

The Company has engaged the services of KFin Technologies Private Limited, Registrar and Transfer Agent, for providing remote e-voting facility to its members. The Remote E-voting period shall commence on Wednesday, November 17, 2021 at 9.00 a.m. (IST) and ends on Thursday, December 16, 2021 at 5.00 p.m. (IST). The results of the remote e-voting will be announced on or before Saturday, December 18, 2021.

Further, the notice of Postal Ballot is being made available on the website of the Company i.e.
www.balajitelefilms.com

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Balaji Telefilms Limited



Sanjay Dwivedi
Group Chief Financial Officer



Encl: a/a



Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (W), Mumbai - 400053, Maharashtra. **Tel:** 40698000, **Fax:** 40698181

Website: www.balajitelefilms.com, **Email:** investor@balajitelefilms.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out below are proposed to be passed by the members of the Company through postal ballot only by way of Remote E-voting process (**“E-voting”**). The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (**“Postal Ballot Notice”**) is annexed hereto.

The Board of Directors of the Company, at its meeting held on Tuesday, November 09, 2021, appointed Mr. Vijay Yadav (Membership No. ACS 39251), Partner of M/s. AVS & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer a E-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions mentioned in Note 15 under the section **“Instructions for Members for e-voting”** in this Postal Ballot Notice to cast their vote electronically. Shareholders are requested to cast their vote through the E-voting process not later than **17:00 Hours IST on Thursday, December 16, 2021** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared on or before **Saturday, December 18, 2021** and communicated to BSE Limited (**“BSE”**), National Stock Exchange of India Limited (**“NSE”**) and National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**) (together the **“Depositories”**),

KFin Technologies Private Limited (“KFintech” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website www.balajitelefilms.com

SPECIAL BUSINESS:

Item no. 1: To consider and approve payment of remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for her remaining period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.

To consider and pass, the following resolution as a **Special Resolution:**

“**RESOLVED** that pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of Nomination and Remuneration Committee and as approved by the Board, and subject to such approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to pay remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for remaining period of 2 years of her tenure w.e.f. November 10, 2021 on the following new terms and conditions:

1. **Basic Salary:** An amount not exceeding Rs. 20,00,000/- p.m. (i.e. Rs. 2,40,00,000/- p.a.) 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 not exceeding 30% of the Basic Salary.

PART “B”

a) Company’s contribution to Provident and Other Fund:

Company’s contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent 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 chauffeur 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 expense as may be decided by the Board from time to time as per the Rules/Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013.

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(s), Mrs. Shobha Kapoor, Managing Director will be paid remuneration as specified in the foregoing paragraph as ‘Minimum Remuneration’.

RESOLVED FURTHER that the Board of 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 the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Item no. 2: To consider and approve payment of remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for her remaining period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.

To consider and pass, the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of Nomination and Remuneration Committee and as approved by the Board, and subject to such approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded to pay remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for remaining period of 2 years of her tenure w.e.f. November 10, 2021 on the following new terms and conditions:

1. Basic Salary: an amount not exceeding Rs. 20,00,000/- p.m. (i.e. Rs. 2,40,00,000/- p.a.) 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 not exceeding 30% of the Basic Salary.

PART “B”

a) Company’s contribution to Provident and other Fund:

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 chauffeur driven car to the Joint Managing Director as may desired for her 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 expense as may be decided by the Board from time to time as per the Rules/ Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V of the Companies Act, 2013.

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(s), Ms. Ekta Kapoor, Joint Managing Director will be paid remuneration as specified in the foregoing paragraph as ‘Minimum Remuneration’.

RESOLVED FURTHER that the Board of Directors be and are hereby authorized to alter, vary, revise, modify the scope of remuneration of Ms. Ekta Kapoor, Joint Managing Director including 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 the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053.

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

Website: www.balajitelefilms.com

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

Sd/-

**Sanjay Dwivedi
Group Chief Financial Officer**

Place: Mumbai

Date: November 09, 2021

Notes:

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 12, 2021 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/Depositories/Depositories Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under **Note No.11**.
3. As per the MCA Circulars and on account of the threats posed by second wave of COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through E-voting mode only.
4. The Company has appointed Mr. Vijay Yadav (Membership No. 39251), Partner of AVS & Associates, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
5. Pursuant to Section 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 09, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFinTech as the agency to provide E-voting facility. The instructions for E-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.balajitelefilms.com, websites of the Stock Exchanges i.e. The BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at www.bseindia.com and www.nseindia.com respectively, and on the website of M/s KFin Technologies Pvt. Ltd. at www.kfintech.com.

7. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to investor@balajitelefilms.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, November 12, 2021** being the cut-off date fixed for the purpose.
9. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Cut-off Date i.e. Friday, November 12, 2021** are entitled to vote and convey their assent or dissent on the Resolutions set forth in this Notice only through E-voting process. A person who is not a member as on the cutoff date should treat this Notice of Postal Ballot for information purpose only.
10. The voting period will commence from **Wednesday, November 17, 2021 at 09:00 hours IST** and ends on **Thursday, December 16, 2021 at 17:00 hours IST**. The E-voting module shall thereafter be disabled.
11. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to inward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register/ update their email addresses with relevant depository participants.
12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before **Saturday, December 18, 2021** at the registered office of the Company at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Indl. Estate, New Link Road, Andheri-West, Mumbai - 400053.
13. The declared results along with the report of the scrutinizer shall be submitted to the BSE and NSE and shall be uploaded on the website of the Company www.balajitelefilms.com, website of M/s. KFin Technologies Pvt. Ltd. at www.evoting.kfintech.com
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Thursday, December 16, 2021**.
15. The instructions for Members for e-voting are as under:

E-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 09, 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.

Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:

NSDL	CDSL
1. User already registered for IDeAS facility: i. URL: https://eservices.nsdl.com ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	1. Existing user who have opted for Easi / Easiest i. URL: https://web.cdslindia.com/myeasi/home/login - or - URL: www.cdslindia.com

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” III. Proceed with completing the required fields. 3. User not registered for IDeAS e-Services I. To register click on link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. 4. By visiting the e-Voting website of NSDL I. URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. 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/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. 3. By visiting the e-Voting website of CDSL I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.
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Method of Login for individual shareholders holding the securities in demat mode through their depository participants:

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see E-Voting option. Click on E-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the E-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone numbers provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in	Email : helpdesk.evoting@cdslindia.com
Toll free numbers: 1800 1020 990	Phone No: 022- 23058738
1800 224 430	022-23058542-43

E-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company is pleased to provide E-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of M/s KFin Technologies Private Limited for the purpose of providing E-voting facility to all its members.

- i. The details of the process and manner for E-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL : <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the 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 (09) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. Balaji Telefilms Limited.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed

your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at vijay.yadav@avsassociates.co.in and may also upload the same in the E-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- x. Members can cast their vote online from **Wednesday, November 17, 2021** from **09:00 hours** IST till **Thursday, December 16, 2021, 17:00 hours** IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. For Members who have not registered their email addresses, kindly register the same and their mobile numbers at the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> as the postal ballot form and any other documents will not be sent to them in physical mode. The same shall be sent only by email, in view of the COVID-19 (Corona virus) pandemic and the Applicable Circulars.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

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

As required under Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder, the following Explanatory Statement setting out the material facts in relation to the proposed Special Resolutions for Item No. 1 and Item No. 2 of the accompanying Notice.

Item Nos. 1 & 2:

The Members of the Company at their 24th Annual General Meeting held on August 31, 2018 for the Financial Year 2017-18 ('24th AGM') had approved re-appointment of Mrs. Shobha Kapoor, as Managing Director and Ms. Ekta Kapoor as Joint Managing Director of the Company for a period of 5 years which will cease on November 09, 2023 along with remuneration payable for a period of 3 years which ended on November 09, 2021. Considering their rich and varied experiences in the Media/Film industry, their association & participation in day to day affairs & management of the Company as well as the progress made & milestones achieved by the Company under the guidance and supervision of Mrs. Shobha Kapoor and Ms. Ekta Kapoor, the Management of the Company has proposed, Nomination and Remuneration Committee has recommended, and the Board has approved payment of remuneration for remaining period of 2 (Two) years w.e.f. November 10, 2021 of their present tenures. Accordingly, Special Resolutions for the same were proposed in the 27th Annual General Meeting held on Tuesday, August 31, 2021 ('27th AGM') for the approval of shareholders in form of Special Resolutions as Item No.4 and Item No. 5 of the AGM Notice. However, the Company was not able to obtain the required number of voting of the shareholders for the said resolutions.

Accordingly, with due note of decision of the shareholders, the company has re-considered the performance and contribution made by Mrs. Shobha Kapoor and Ms. Ekta Kapoor towards the growth/success of Company during their tenure. Further, after evaluating & assessing the pay scale of the Key Managerial Personnel's of Media/Film Industry, the Company has proposed continuation of payment of same salary to Mrs. Shobha Kapoor and Ms. Ekta Kapoor which was approved by the shareholders in the 24th AGM with modifications in other terms and condition of remuneration i.e. discontinuation of commission. In terms of recommendation of Nomination and Remuneration Committee, the Board has approved payment of same salary & perquisites and no commission to Mrs. Shobha Kapoor and Ms. Ekta Kapoor for remaining period of 2 (Two) years w.e.f. November 10, 2021 of their present tenures in their meeting held on November 09, 2021 subject to approval of shareholders of the Company. The other terms and conditions pertaining to appointment of Mrs. Shobha Kapoor, Managing Director and Ms. Ekta Kapoor, Joint Managing Director as approved at the 24th AGM shall remain unchanged.

In terms of pursuant to provisions of Section 196, 197, 198 and 203 read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), payment of remuneration requires approval of Members of the Company in form of Special Resolution. Hence, the Members are requested to pass the Special Resolutions accordingly.

Further, details of Mrs. Shobha Kapoor & Ms. Ekta Kapoor have been given in the Annexure to this Notice.

Except Mrs. Shobha Kapoor, Ms. Ekta Kapoor, Mr. Jeetendra Kapoor and Mr. Ramesh Sippy, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolutions.

The Board recommends the Special Resolution as set out in the Item No. 1 & Item No. 2 of the accompanying Notice for the approval by the Members of the Company.

Information required under Clause (B) (iv) of Part II of Schedule V for Item No. 1 & 2.

i. General Information:

1. Nature of Industry:

The year 2020-21 has been very harsh on the socio-economic conditions of not only the Country, but across the globe with countries trying to figure out a way to deal with the pandemic at the same time keeping the economy afloat. Industries all around had to face many difficulties due to lockdown and reduced access to resources. Similarly, the Media & Entertainment (M&E) Industry faced considerable problems. The Indian Media & Entertainment sector has de-grown by 24%. Though in 2020 the television continued to remain the largest segment, digital media has overtaken print, and online gaming has overtaken a disrupted filmed entertainment segment. Digital media and online gaming has grown by 49% and 18% respectively during the pandemic.

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 serials, films and other entertainment programmes.

3. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial Performance based on given indicators:

The financial data as per last audited Balance Sheet as on March 31, 2021 is as under:

(Rs. in Lacs)	
Particulars	2020-21 (Audited)
Revenues	31,578.29
Expenditure	27,837.55
Operating Profit	3,740.74
Other Income	1,381.28
Profit Before Taxes	2,337.41
Exceptional items	1,044.44
Income Tax	853.62
Profit After Taxes	2,528.23

5. Foreign Investments or Collaborators:

At present the Company does not have any participation in any foreign investment, nor there is any holding of foreign body corporate in the Company.

ii. Information about Managing Directors

1. Background Details:

Mrs. Shobha Kapoor is the Managing Director of the Company. She is married to the popular bollywood actor Mr. Jeetendra Kapoor and is mother of Ms. Ekta Kapoor. She has been involved with the Company since its inception. 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 Kapoor is the Joint Managing Director of the Company. She is daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor. Ms. Ekta Kapoor is the creative brain behind the Company's most successful and famous shows. She ventured into Television Serial Production at the age of 19. 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.

2. Past Remuneration:

(Amount in Rs.)

Name	Designation	Basic Salary	Perquisites, allowance and benefits	Commission	Total
Shobha Kapoor	Managing Director	1,94,76,546	7,62,000	-	2,09,88,546
Ekta Kapoor	Joint Managing Director	*NIL			

* In view of pandemic, Ms. Ekta Kapoor, Joint Managing Director had voluntarily foregone remuneration of Rs. 2,39,88,000/- for F.Y. 2020-21.

Employer Contribution Fund of 7,50,000/- to Provident Fund is not included in the computation of the ceiling on Managerial reimbursement.

All above figures are per annum and pertains to financial year 2020-21.

3. Awards and Recognition:

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

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms. Ekta Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms. Ekta & 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 Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms. Ekta Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms. Ekta Kapoor
Star Parivaar Awards	2010	Special Honour	Ms. Ekta Kapoor
3 rd Boroplus Gold Awards	2010	Hall of Fame	Ms. Ekta Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms. Ekta Kapoor
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer	Ms. Ekta Kapoor
Dadasaheb Phalke Academy Awards	2012	‘Phalke Icon Producer Award’ for Film & Television	Ms. Ekta Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ekta Kapoor
Indian Business Awards	2017	Business Today’s Most Powerful Women	Ms. Ekta Kapoor
KhaasRishta Award	2017	KhaasRishta Award	Ms. Ekta Kapoor
ITA Awards	2017	Sterling Icon of Entertainment	Ms. Ekta Kapoor
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year	Ms. Ekta Kapoor
34th Annual session of FICCI Ladies Organisation	2018	FLO Icon Award	Ms. Ekta Kapoor
Hindustan Times Style Awards	2019	Most Stylish Filmmaker	Ms. Ekta Kapoor
Forbes	2019	Icon of Excellence	Ms. Ekta Kapoor
Maharashtra Achiever's Awards	2019	Content Power House of the Year	Ms. Ekta Kapoor
Fortune India Awards	2019	Most Powerful Business Women of the Year	Ms. Ekta Kapoor
Economic Times	2019	Content Creator of the Year	Ms. Ekta Kapoor
ET Now Business Leader of the Year Awards	2020	Business Woman of the year	Ms. Ekta Kapoor

IWMBUZZ Awards	2020	OTT Disruptor of the Year Award	Ms. Ekta Kapoor
International Quality Awards	2020	Content Creator of the Year	Ms. Ekta Kapoor
Government of India	2020	Padma Shri Award	Ms. Ekta Kapoor
Indian Television Academy Awards	2021	Hall of Fame	Ms. Ekta Kapoor
Midday Hitlist OTT Awards	2021	Industry Leadership Award for ALT Balaji	Ms. Ekta Kapoor

4. Job Profile and Suitability:

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta 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 Kapoor come with almost 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 in its short tenure 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 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 over 100 shows for major broadcasters and have released more than 85 webseries online through a digital app ALTBalaji. Over the years the company through its movies 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. 1 & Item No. 2 of the notice respectively.

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 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 sister of Mr. Ramesh Sippy. Ms. Ekta Kapoor is the daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor.

Except for receipt of rent for immovable property by them, they do not have any material pecuniary relationship with the Company.

iii. Other Information

1. Reasons for inadequate profits:

The content production space operates with certain cyclicalities. 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.

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.

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 these companies of Balaji Group.

iv. 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, 2021.

Details of Directors whose remuneration is to be fixed as per the resolutions set out in this Postal Ballot Notice

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

Mrs. Shobha Kapoor	
Age	72 Years
Qualification	Under graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn for F.Y. 2020-21 (including sitting fees, if any)	Rs. 2,09,88,546/-
Remuneration proposed to be paid	As per the resolution at Item no. 1 of the Postal Ballot Notice read with explanatory statement thereto.
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2021	1,10,08,850 Equity Shares of Face Value Rs.2 /- each
Relationship with other Directors/ Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor, mother of Ms. Ekta Kapoor, sister of Mr. Ramesh Sippy and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2020-21	4
Directorships of other Boards as on date of Postal Ballot Notice	• Balaji Motion Pictures Limited • Balaji Teleproducts Limited • Shri Navnidhi Developers Private Limited • Marinating Films Private Limited • Chhayabani Balaji Entertainment Private Limited (Under Liquidation) • Balaji Films & Telly Investment Limited • Pantheon Buildcon Private Limited • Ding Infinity Private Limited
Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	-

Ms. Ekta Kapoor	
Age	46 Years
Qualification	Under graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn of FY 2020-21 (including sitting fees, if any)	*NIL
Remuneration proposed to be paid	As per the resolution at Item no. 2 of the Postal Ballot Notice read with explanatory statement thereto.
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as March 31, 2021	1,84,33,254 Equity shares of Face value of Rs.2 /- each
Relationship with other Directors/ Key Managerial Personnel	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and not related to any other Directors/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2020-21	2
Directorships of other Boards as on date Postal Ballot Notice	• Balaji Motion Pictures Limited • Balaji Teleproducts Limited • Ekta K. Securities & Investment Private Limited • Pantheon Buildcon Private Limited • Marinating Films Private Limited • Balaji Films & Telly Investment Limited • Ding Infinity Private Limited
Membership/Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	-

* In view of pandemic, Ms. Ekta Kapoor, Joint Managing Director had voluntarily foregone remuneration of Rs. 2,39,88,000/- for F.Y. 2020-21.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053.
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

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

**Sd/-
Sanjay Dwivedi
Group Chief Financial Officer**

Place: Mumbai

Date: November 09, 2021