

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
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Website : www.balajitelefilms.com • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



May 21, 2024

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: Minutes of the Resolution passed by way of Postal Ballot through remote e-voting process

Dear Sir/Madam,

Please find attached Minutes of Special Resolution passed by way of Postal Ballot through remote e- voting process on Wednesday, May 08, 2024. The results of the Postal Ballot were declared vide our earlier letter dated on Wednesday, May 08, 2024.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

**Tannu
Sharma**

Digitally signed by
Tannu Sharma
Date: 2024.05.21
13:51:00 +05'30'

Tannu Sharma

Company Secretary and Compliance Officer

Membership No – ACS30622

Encl: - a/a

MINUTES OF THE POSTAL BALLOT EXERCISE CONDUCTED BY WAY OF REMOTE E-VOTING WITH RESPECT TO THE RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED APRIL 06, 2024 DULY PASSED BY THE MEMBERS OF BALAJI TELEFILMS LIMITED, HAVING ITS REGISTERED OFFICE AT C-13, BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHERI (WEST), MUMBAI - 400053, MAHARASHTRA ON WEDNESDAY, MAY 08, 2024 (DEEMED DATE FOR PASSING OF THE RESOLUTION)

The Board of Directors (“**Board**”) at their meeting held on February 09, 2024 based on recommendation made by Nomination and Remuneration Committee, approved the appointment of Mr. Ashutosh Khanna as an Additional Director (Non-Executive- Independent) of the Company for a term of 5 (five) years, subject to approval of Members by way of Special Resolution. Further, the Board vide Circulation Resolution passed on April 06, 2024 approved the Notice of Postal Ballot and a proposal to conduct Postal Ballot pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and other Circulars issued by SEBI and Secretarial Standard on General Meetings (“**SS-2**”), in order to seek approval of the Members of the Company for appointment of Mr. Ashutosh Khanna (DIN: 03153990) as Non-Executive Independent Director of the Company, by way of Special Resolution.

The following actions were conducted pursuant to the approval of the Board and in compliance with relevant provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Mr. Vijay Yadav (Membership No. FCS 11990), Partner of AVS & Associates, Company Secretaries was appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner;
2. KFin Technologies Limited (“**KFin**”), the Registrar and Transfer Agent (“**RTA**”) was engaged for providing e-voting facility to the Members;
3. The remote e-voting commenced on Tuesday, April 09, 2024 (09.00 a.m. IST) and ended on Wednesday, May 08, 2024 (05.00 p.m. IST);
4. Pursuant to the MCA Circulars, the Company completed circulation of Postal Ballot Notice along with explanatory statement via electronic mode on April 08, 2024, to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, March 29, 2024 (“**Cut-Off Date**”) and whose e-mail address were registered with the Company/Depository Participant/ Registrar and Share Transfer Agent of the Company;
5. A newspaper advertisement as required under applicable laws was published in Financial Express, an English Daily and “Mumbai Lakshadeep” a Regional Daily on April 09, 2024.

Mr. Jeetendra Kapoor, Chairman of the Company authorized Ms. Tannu Sharma, Company Secretary, to preside over the proceedings with respect to declaration of voting results of the Postal Ballot. The Scrutinizer submitted his report on postal ballot to Ms. Tannu Sharma, Company Secretary on May 08, 2024.

Based on the Scrutinizer’s Report dated May 08, 2024, the matter as set out in the Notice of the Postal Ballot dated April 06, 2024 was passed with the requisite majority.

The summarized details of text of the Special Resolution passed and details of voting as per Scrutinizer’s report are as under:

ITEM No. 1- APPOINTMENT OF MR. ASHUTOSH KHANNA (DIN: 03153990) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder [including any statutory modification(s), amendment(s) or re- enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time (“**SEBI Listing Regulations**”), the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ashutosh Khanna (DIN: 03153990),

who was appointed as an Additional Director by the Board of Directors with effect from February 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from February 09, 2024 till February 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor – Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary 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, including filing of necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

Result of voting through Postal Ballot by remote e-voting was as follows:

No. of votes polled (A)	% of votes polled on outstanding shares	No. of votes in favour (B)	% of votes in favour on votes polled (% of B/A)	No. of votes Against (C)	%of votes against votes polled (% of C/A)
604,89,443	59.57	6,04,85,397	99.98	4,046	0.02

The resolution was duly passed by the requisite majority of shareholders as a Special Resolution.

Accordingly, the above-mentioned Special Resolution, as set out in the Postal Ballot Notice dated April 06, 2024, was duly approved through Postal Ballot by the Members of the Company with the requisite majority. The resolution is deemed to be passed on May 08, 2024, being the last date for e-voting.

Date: May 21, 2024

Place: Mumbai.

**SD/-
Jeetendra Kapoor
Chairman
(DIN: 00005345)**