

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



July 26, 2022

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") along with Annual Report of Balaji Telefilms Limited for the financial year 2021-22.

Dear Sir/Madam,

In continuation to our letter dated July 13, 2022 and in terms of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 28th Annual General Meeting scheduled to be held on Thursday, August 18, 2022 at 03:00 p.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), along with the Annual Report of Balaji Telefilms Limited for the financial year 2021-22, 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 along with Annual Report for the financial year 2021-22, 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 Ltd 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 (formerly known as 'KFin Technologies Private Limited') i.e. (<https://evoting.kfintech.com/public/downloads.aspx>).

Kindly take the same on record.

Thanking You.

Yours truly,

For Balaji Telefilms Limited


Tannu Sharma
Company Secretary



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting ("AGM") of the Members of Balaji Telefilms Limited ("the Company") will be held on **Thursday, August 18, 2022 at 03:00 P.M IST** (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra.

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, 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, 2022, together with the reports 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, 2022, 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 Ms. Ekta Kapoor (DIN: 00005093), who retires by rotation and

being eligible, offers herself for re-appointment, and in this regard, to consider and, if thought fit, 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 thereof for the time being in force), Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director, who retires by rotation at this Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To appoint M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as the Statutory Auditors of the Company for a term of five years and to fix their remuneration and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 read with the Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013, and all other applicable provisions, if any, and pursuant to recommendations made by the Audit Committee and Board of Directors of the Company, M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration no. 117366W/W-100018), be and are hereby appointed as the Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 33rd Annual General Meeting of the Company to be held for the financial year 2026-27, at such remuneration plus service tax, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT Board of Directors and Key Managerial Personnel of the Company

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be and are hereby severally authorized to do all such acts, deeds, matters and things as are necessary to give effect to the above resolution."

SPECIAL BUSINESS:

4. Appointment of Ms. Priyanka Chaudhary (DIN: 06520285) as Non-Executive Director of the Company and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152, 161 and all other applicable provisions, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) of the Companies Act, 2013 ("the Act"), and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Priyanka Chaudhary (DIN: 06520285), who was appointed as a Non-Executive Additional Director of the Company with effect from May 20, 2022, who holds office up to the date of this Annual General Meeting in terms of Section 160(1) of the Act and the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company.

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

5. Grant of Stock options exceeding 1% of the issued share capital of the Company to Mr. Abhishek Kumar, Group CEO, and in this regard, to consider and, if thought fit, pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62 of Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable laws, regulations and provisions as may be applicable and subject to any approvals, permissions and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and based on the recommendations of the Nomination and Remuneration Committee (NRC), and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to grant 15,00,000 stock options to Mr. Abhishek Kumar, Group Chief Executive Officer under the ESOP Scheme, 2017, which at the time of grant of option is in excess of one percent (1%) of the issued capital (excluding outstanding warrants and conversions) of the Company, during the current financial year.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor, Managing Director, Mr. Sanjay Dwivedi, Group Chief Financial Officer, Ms. Tannu Sharma Group Head Secretarial and Mr. Stephen Daniel, Group Head - HR of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage."

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: July 13, 2022



By order of the Board of Directors

For **Balaji Telefilms Limited**

Sd/-

Tannu Sharma

Company Secretary

(Mem No: ACS30622)

NOTES:

1. In view of the Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs ("MCA") General Circulars dated May 5, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the 28th 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.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Listing Regulations for businesses to be transacted at the AGM is annexed hereto.
3. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting in respect of the Directors seeking appointment/reappointment at the AGM are provided in the **Annexure I** to the Notice.
4. 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. However, in pursuance of 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 28th AGM through VC/ OAVM and cast their votes through e-voting.
5. 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 e-mail on vijay.yadav@avsassociates.co.in.
6. 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).
7. The Notice of AGM along with Annual Report for the financial year 2021-22, 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>.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, August 12, 2022 to Thursday, August 18, 2022** (both days inclusive).
9. 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) Regulations, 2014 and other statutory Registers are required to email to investor@balajitelefilms.com.
10. Members holding shares in physical mode may register/update their email address or changes, if any, in their Bank details, in prescribed Form ISR 1 with the Company's RTA viz., M/s. KFin Technologies Limited (KFintech), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally,

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Hyderabad – 500 032, Telangana. The Company has sent letters to such shareholders for furnishing relevant details, in compliance with SEBI Circular dated November 3, 2021. Form ISR 1 along with other relevant details are also available at the Company's website at <http://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>

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

11. 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.
12. The Board of Directors, at their meeting held on May 20, 2022 has appointed Mr. Vijay Yadav, Practicing Company Secretary (Membership No. 39251) as scrutinizer for conducting the e-voting process in a fair and transparent manner.
13. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Limited within 2 (two) 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>.
14. The resolution(s) shall be deemed to be passed on the date of the 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, 2015, 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 **Thursday, August 11, 2022** 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 **Sunday, August 14, 2022 (09.00 a.m. IST) and will end on Wednesday, August 17, 2022 (5.00 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, **Thursday, August 11, 2022**. 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 during the AGM.
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, **Thursday, August 11, 2022**, may obtain the login ID and password by sending a request at einward.ris@kfintech.com with a copy to investor@balajitelefilms.com.
19. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2013-14, from time to time, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on August 31, 2021 (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=QQ8HMfJOuy4%3d>.

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.

20. 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 2021-22, 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 5, 2021. 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.
21. 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 06, 2022 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.
22. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to KFin Technologies Limited / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

GENERAL INSTRUCTIONS:

1. The Members can join the AGM in the 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., M/s. KFin Technologies Limited (KFinTech), for providing facility to the Members to cast votes using

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remote e-voting system, as well as for voting during the AGM.

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

PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-Voting period commences on **Sunday, August 14, 2022 (09.00 a.m. IST)** and will end at **Wednesday, August 17, 2022 (5.00 p.m. IST)**.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, August 11, 2022.
- 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 vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Limited (KFintech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- iv. However, in 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.
- 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 and vote at the e-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 point 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 be 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest I. Visit URL: <u>https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</u> 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 <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</u> 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: <u>www.cdslindia.com</u> 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.
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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <u>evoting@cdslindia.com</u> or contact at 022- 23058738 or 022- 23058542-43

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://emeetings.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) 6726, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID.
- 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., 6726 - 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 authorized 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."

- (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:

- i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: **<https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>**. Members are requested to follow the process as guided to capture the email address

and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to **einward.ris@kfintech.com**

- ii) Alternatively, member may send an e-mail request at the email id **einward.ris@kfintech.com** along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii) After receiving the e-voting instructions, please follow all steps given in the Notice to cast your vote by electronic means.

INSTRUCTIONS FOR ALL THE SHAREHOLDERS FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/OAVM AND E-VOTING DURING THE MEETING.

Details pertaining to Step 3 i.e. virtual meetings(e-AGM) of the Company on KFin system to participate and vote at the e-AGM are as below:

- i. Member 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 through VC/ OAVM shall open 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 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. 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
- vi. 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

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.

OTHER INSTRUCTIONS

- I. 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 connection with the matters to be taken up at the AGM, in advance, mentioning their name, demat account number / folio number, email id, mobile number at investor@balajitelefilms.com between July 27, 2022 till August 13, 2022. The questions will suitably be replied by the Company

- II. 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
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 11, 2022, 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
- IV. 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:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> 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
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home

BALAJI TELEFILMS LIMITED

page of <https://emeetings.kfintech.com/forgotpassword.aspx>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password

- iii. 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

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: July 13, 2022

By order of the Board of Directors

For **Balaji Telefilms Limited**

Sd/-

Tannu Sharma

Company Secretary

(Mem No: ACS30622)

EXPLANATORY STATEMENT FORMING PART OF THE NOTICE:

ITEM NO. 3:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) ("PWC"), was appointed as Statutory Auditor at the Annual General Meeting ("AGM") held on August 31, 2017 for a term of five consecutive years, commencing from conclusion of the 23rd AGM till conclusion of the 28th AGM. Considering that the tenure of PWC will come to an end upon conclusion of the 28th AGM, the Board of Directors at its meeting held on May 20, 2022, upon the recommendation of the Audit Committee, recommended the appointment of M/s. Deloitte Haskins & Sells Chartered Accountants, LLP ('Deloitte') as the Statutory Auditor of the Company. The relevant details are as follows:

Term of Appointment: Proposed to be appointed for a term of five consecutive years, to hold office from the conclusion of the 28th AGM till the conclusion of the 33rd AGM to be held for the financial year 2026-27.

Profile: Deloitte is registered with the Institute of Chartered Accountants of India (ICAI) with Registration No. 117364W/W100739, and is part of Deloitte Haskins & Sells & Affiliates being the network of Firms registered with the ICAI. The registered office of Deloitte is 19th Floor, "Shapath V", S. G. Highway, Ahmedabad – 380 015, Gujarat, India. Deloitte was constituted in 1997 (converted to LLP in 2021). Deloitte and the other firms which are part of Deloitte Haskins & Sells & Affiliates, being the network of firms registered with the ICAI, have been engaged in statutory audit of a number of large companies based out of India. Deloitte India is a leading professional services firm of the country and has the scale and capacity, to serve across locations.

Deloitte has given consent to act as Statutory Auditor and confirmed that their appointment, if made, shall be within the limits specified under Section 141

of the Companies Act, 2013, and that they are not disqualified to be appointed as Statutory Auditor. The Auditors have also confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the peer review Board of the ICAI.

Proposed Fee:

The proposed remuneration payable for the statutory audit for the financial year 2022-23 shall be ₹ 41.00 Lac, plus applicable taxes and other out-of-pocket expenses. The remuneration of the Statutory Auditors for subsequent years during their term would be determined by the Audit Committee and the Board of Directors, mutually with the Statutory Auditors, and the same shall be commensurate with the services to be rendered by them during the said tenure.

There is no material change in the fees payable to Deloitte, as compared to the outgoing Auditors.

The Audit Committee and the Board of the Company is further being authorized to approve any change in terms and conditions of appointment, including the remuneration of the Statutory Auditors.

The Audit Committee considered various parameters the rich experience and expertise, capability to serve the landscape as that of the Company, market standing of the firm, clientele served, technical knowledge etc. and found Deloitte to be best suited to handle the audit of the financial statements of the Company.

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 recommends the Resolution as set out in the Item No. 3 of the accompanying Notice for the approval by the Members of the Company.

ITEM NO. 4

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item No. 4 of the accompanying Notice:

BALAJI TELEFILMS LIMITED

The Board of Directors had appointed Ms. Priyanka Chaudhary, as a Non-Executive Additional Director of the Company with effect from May 20, 2022, on the recommendation of the Nomination and Remuneration Committee and in terms of Articles of Association and Share Subscription Agreement dated July 21, 2017 entered into by the Company with Reliance Industries Limited. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

Further, the relevant details of Ms. Chaudhary have been given in **Annexure I** to this Notice. The Board considers that background and experience of Ms. Chaudhary will be beneficial to the Company.

Ms. Priyanka Chaudhary is interested in the Resolution set out at Item No. 4 of the Notice with regard to her appointment. The relatives of Ms. Chaudhary may be deemed to be interested in the Resolution to the extent of their shareholding interest if, any, 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 recommends the Resolution as set out in the Item No. 4 of the accompanying Notice for the approval by the Members of the Company.

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: July 13, 2022

ITEM NO. 5

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item No. 5 of the accompanying Notice:

Consequent upon the appointment of Mr. Abhishek Kumar, Group Chief Executive Officer of the Company, 10,00,000 options were granted to him on July 15, 2022. Further, the Board, based on the recommendation of the Nomination and Remuneration Committee of the Company, has recommended the grant of additional 15,00,000 options to Mr. Kumar. Accordingly, since the total stock options proposed to be granted to him during the current financial year exceeds 1% of the current issued capital of the Company, shareholders' approval is being sought as per details mentioned in Item No. 5 of this Notice.

Mr. Abhishek Kumar is interested in the Resolution set out at Item No. 5 of the Notice with regard to grant of options thereof. The relatives of Mr. Kumar may be deemed to be interested in the Resolution to the extent of their shareholding interest, if any, 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 recommends passing of the Resolution as set out under Item No. 5 of the Notice for approval of the members as a Special Resolution.

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

Sd/-

Tannu Sharma
Company Secretary
(Mem No. A30622)

ANNEXURE I TO THE NOTICE

Details of Directors Retiring by Rotation at the forthcoming 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. Ekta Kapoor	
DIN	00005093
Age	47 Years
Qualification	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
Expertise in specific functional area	Ekta 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.
Experience	27+ years of experience
Relationship with other Directors/ Key Managerial Personnel	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor; not related to any other Directors/Key Managerial Personnel.
Terms & Conditions of Re-appointment	As per existing terms approved by the Members of the Company
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2022	1,84,33,254 Equity shares of Face value of ₹ 2 /- each
No. of Meetings of the Board attended during the financial year 2021-22	2 (two)
Listed entities wherein directorship held as on date of this Notice/ceased in past three years	NIL
Directorships held in other Companies as on March 31, 2022	- Balaji Motion Pictures Limited - Balaji Teleproducts Limited - Balaji Films & Telly Investments Limited - Ekta K. Securities & Investment Private Limited - Marinating Films Private Limited - Pantheon Buildcon Private Limited - Ding Infinity Private Limited - EK Balaji Collective Private Limited
Membership/ Chairpersonship of Committees of other Companies as on March 31, 2022	NIL

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Ms. Priyanka Chaudhary	
DIN	06520285
Age	39 Years
Qualification	Ms. Priyanka Chaudhary holds graduate degrees in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and the ACCA, UK.
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
Expertise in specific functional area	Ms. Priyanka Chaudhary has an expertise in finance.
Experience	17 years of experience
Relationship with other Directors/ Key Managerial Personnel	Not related to any other Directors/Key Managerial Personnel
Terms & Conditions of Appointment	As per Resolution at Item No. 4 of the Notice read with explanatory statement thereto.
Date of first appointment on the Board	May 20, 2022
Shareholding in the Company as on March 31, 2022	Nil
No. of Meetings of the Board attended during the financial year 2021-22	Not applicable
Listed entities wherein directorship held as on date of this Notice/ceased in past three years	NIL
Directorships held in other Companies as on March 31, 2022	Maddock Films Private Limited
Membership/ Chairpersonship of Committees of other Companies as on March 31, 2022	NIL