

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



August 8, 2016

To,

Bombay Stock Exchange Ltd

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

National Stock Exchange of India Ltd.

"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai-400 051

Script code/ Symbol- 532382/BALAJITELE

Dear Sir/Madam,

Sub: Regulation 30 and 42 of the SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 - Notice of Annual General Meeting (AGM) and Book Closure.

Please find enclosed the Notice for the 22nd AGM of the Company which is scheduled to be held at August 31, 2016 at The Club, 197, D. N. Nagar, Andheri (West), Mumbai- 400 053.

The Company has fixed August 24, 2016 as the cut-off date for the purpose of determining the Shareholders eligible to cast their votes by electronic means or during the AGM.

The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting period commences on Saturday, August 27, 2016 (11.30 a.m. IST) and ends on Wednesday, August 30, 2016 (5.00 p.m. IST).

Kindly also note that pursuant to the provisions of Section 91 of the Companies Act, 2013 and the Rules made thereunder, the Register of Members of the Company will remain closed from Thursday, August 25, 2016 to Wednesday, August 31, 2016 (both days inclusive) for the purpose of AGM.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht
Group Head- Secretarial



Encl- a/a.

Notice

Balaji Telefilms Ltd.

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West),
Mumbai – 400 053. CIN: L99999MH1994PLC082802 **Tel No:** 022 40698000 **Fax No:** 022 40698181
Website: www.balajitelefilms.com



Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Wednesday, August 31, 2016, at 3.00 P.M., at 'The Club' 197, D.N. Nagar, Andheri (West), Mumbai- 400053, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at March 31, 2016, and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment;
3. To appoint Statutory Auditors and fix their remuneration and for that purpose to pass the following resolution as Ordinary Resolution.

"RESOLVED that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendation of the Audit Committee of the 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 Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditor.

RESOLVED FURTHER that any one of the Directors and the Group Head Secretarial be and are hereby severally authorised to do such other acts, deeds and things as are necessary to give effect to this resolution."

SPECIAL BUSINESS:

4. Payment of Commission to Mrs. Shobha Kapoor (DIN 00005124), Managing Director of the Company for the financial year 2015-16:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED that in partial modification of the Special resolution passed by shareholders in the annual general meeting held on August 31, 2015 and pursuant to recommendations of the Nomination & Remuneration Committee, the Members hereby accord their consent for the remuneration be paid to Mrs. Shobha Kapoor (DIN: 00005124), by way of commission not exceeding 2.5 % of net profits of the Company in addition to the salary, perquisites and allowances for the financial year 2015-16, subject to the overall ceiling stipulated in Sections 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that Mrs. Simmi Singh Bisht, Group Head Secretarial, be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

5. Payment of Commission to Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company for the financial year 2015-16:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED that in partial modification to the resolution passed by shareholders in the annual general meeting held on August 31, 2015 and pursuant to recommendations of the Nomination & Remuneration Committee, the Members hereby accord their consent for remuneration be paid to Ms. Ekta Kapoor (DIN: 00005093), by way of commission not exceeding 2.5 % of net profits of the Company in addition to the salary, perquisites and allowances for the Financial year 2015-16, subject to the overall ceiling stipulated in Sections 197 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that Mrs. Simmi Singh Bisht, Group Head Secretarial, be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution."

6. Revision in Remuneration of Mrs. Shobha Kapoor (DIN: 00005124), Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:



"RESOLVED that pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and pursuant to recommendations of the Nomination & Remuneration Committee and in partial modification of the relevant Special resolution passed at the Annual General Meeting of the Company held on August 31, 2015, the consent of the Members be and is hereby accorded for revision in remuneration of Mrs. Shobha Kapoor (DIN:00005124) commencing from September 1, 2016 to November 10, 2018 on the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000 p.m. (i.e. ₹ 2,40,00,000/- p.a.) as Basic Salary and

Commission: Not exceeding 2.5% of the net profit

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

Part "A"

(a) Housing:

Managing Director shall be entitled to house rent allowance subject to the ceiling of fifty percent 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 cars to the Managing Director as may be desired by her for business of the Company.

- (b) Telephone:** Personal mobile phones and telephone facilities at the residence of the Mrs. Shobha Kapoor 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, value of perquisites and Commission at a specified percentage of net profit shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013 without approval of the Central Government.

Notice (Contd.)

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, Mrs. Shobha Kapoor be paid minimum remuneration as specified in Schedule V to the Companies Act, 2013 as in force,

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Shobha Kapoor, Managing Director including Commission 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 any Director of the Company or the Group Head Secretarial of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

7. Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of Section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and pursuant to recommendations of the Nomination & Remuneration Committee and in partial modification of the relevant Special resolution passed at the Annual General Meeting of the Company held on August 31, 2015, the consent of the Members be and is hereby accorded for revision in remuneration of Ms. Ekta Kapoor (DIN: 00005093) commencing from September 1, 2016 to November 10, 2018 on following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000 p.m. (i.e. ₹ 2,40,00,000/- p.a.) as Basic Salary and **Commission:** Not exceeding 2.5% of the net profit

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

Part "A"

(a) Housing:

Joint Managing Director shall be entitled to house rent allowance subject to the ceiling of fifty percent 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 these either singly or put together are not taxable under the Income Tax Act, 1961.

(b) Leave Encashment: Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company.

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

**PART "C"**

- (a) **Car:** The Company shall provide such chauffer driven cars to the Joint Managing Director as may be desired by her for business of the Company.
- (b) **Telephone:** Personal mobile phones 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, value of perquisites and Commission at a specified percentage of net profit shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013 without approval of the Central Government.

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, Ms Ekta Kapoor be paid minimum remuneration as specified in Schedule V to the Companies Act, 2013 as in force,

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Ekta Kapoor, Joint Managing Director including the monetary value thereof, 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 any Director of the Company or the Group Head Secretarial of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

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

**Place: Mumbai,
Date: May 17, 2016**

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

**Sd/-
Simmi Singh Bisht
Group Head- Secretarial**

Notice (Contd.)

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 to 7 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item No. 2 pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on May 17, 2016, has appointed Mr. K. C. Nevatia, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on August 31, 2016.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on Saturday, August 27, 2016 (11.30 a.m. IST) and ends on Tuesday, August 30, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 24, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. 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 of Wednesday, August 24, 2016. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. Wednesday, August 24, 2016 should treat this notice for information purpose only.
13. 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 i.e. Wednesday, August 24, 2016, may obtain the login ID and password by sending a request at simmi.bisht@balajitelefilms.com. However, if such person is already registered with M/s. Karvy Computershare Private Limited, for remote e-voting, he may use his existing user ID and password for casting their vote.



14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Business Standard in English and (ii) Mumbai Lakshwadeep, in Marathi having wide circulation in the district where the registered office of the Company is situated.
16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by any Director or Group Head Secretarial, of the Company duly authorized, on or before September 2, 2016 at the registered office of the Company and will also be displayed on the Company's website (www.balajitelefilms.com), and communicated to the Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.
17. The Board of Directors has appointed the Group Head Secretarial as the person responsible for this process.
18. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
19. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent, M/s. Karvy Computershare Private Limited, Karvy Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana-500032.
20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Share Transfer Agent of the Company and register their email-id. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
21. Members may also note that this notice will be available on the Company's website: www.balajitelefilms.com. Relevant documents referred to in the Notice and the accompanying Statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
22. Information and other instructions relating to e-voting are as under:

INSTRUCTIONS FOR E-VOTING

1. Use the following URL for e-voting: <https://evoting.karvy.com>.
2. Enter the login credentials [i.e., user id and password mentioned in your email/attendance slip/Proxy form]. Your Folio No. / DP ID /Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
3. After entering the details appropriately, click on "LOGIN".
4. 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 (0-9) and one special character (@, #, \$, etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential for casting your vote in a secure manner.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., Balaji Telifilms Limited.

Notice (Contd.)

7. On the voting page, the number of equity shares (which represents the number of votes) as held by the member, on the cut off date will appear.
8. If you desire to cast all the votes assenting/dissenting to the resolution, then enter all Equity Shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
9. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.
10. Cast your vote 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. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Other Instructions:

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the member who has cast his/her vote electronically shall not be able to vote in meeting again, and his/her earlier vote (cast through e-means) shall be treated as final.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being August 24, 2016.
14. Mr. K C Nevatia of M/s. K C Nevatia & Associates, Practicing Company Secretary (CP No. 2348) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Scrutinizer shall, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding three (3) working days from the conclusion of the e-voting period forthwith to the Chairman/or a person authorized by the Chairman in writing of the Company.
16. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.balajitelefilms.com and on the website of Karvy within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
17. The resolution(s) shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also 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 authorised to vote, to the Scrutinizer through e-mail on investors@balajitelefilms.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

18. In case of any query or grievance, please refer to the Help & FAQ section of the website of M/s. Karvy Computershare Private Limited at www.karvycomputershare.com or call on 040 67161510 or contact:

Name: Mrs. Simmi Singh Bisht
Designation: Group- Head Secretarial
Regd. Address: Balaji Telefilms Limited
C13, Balaji House, Dalia Industrial Estate,
New Link Road, Andheri (West), Mumbai – 400053
Email address: simmi.bisht@balajitelefilms.com
Telephone No.: 022- 40698000

**By Order of the Board
For Balaji Telefilms Limited**

**Sd/-
Simmi Singh Bisht
Group Head- Secretarial**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4 and 6**

Considering the progress made by the Company under the able guidance and supervision of Mrs. Shobha Kapoor and her expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee, it is proposed to pay Commission on net profit for the financial year 2015-16 and revise Remuneration payable to Mrs. Shobha Kapoor as Managing Director of the Company.

Mrs. Shobha Kapoor is the Promoter and Managing Director of the Company. She has been in charge of our operational management and efficiency and in controlling 'on set' activity. She has won a number of prestigious awards including CEO of the Year (Indian Telly Awards), Businesswoman of the Year (The Economic Times) and numerous Best Producer awards for various TV shows.

The Board recommends the Special resolutions as set out in Item No. 4 and 6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other are concerned or interested in the resolution.

Item No. 5 and 7

Considering the progress made by the Company under the able guidance and supervision of Ms. Ekta Kapoor and her expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee, it is proposed to pay Commission on net profit for the financial year 2015-16 and revise Remuneration payable to Ms. Ekta Kapoor as Managing Director of the Company.

Ms. Ekta Kapoor is the Promoter and Joint Managing Director of the Company. She undertakes the day-to-day creative direction of TV shows and movies produced by our Company. She has won a number of prestigious awards including the Economic Times (Businesswoman of the Year 2002), Ernst & Young (Entrepreneur of the Year 2001) and the American Biographical Institute (Woman of the Year 2001). She was also placed at the third position among the '50 Most Influential Women' in the Indian marketing, advertising and media ecosystems by IMPACT magazine in 2015. She also featured in Top 50 powerful women in India by Fortune India in the year 2014 and 2015.

The Board recommends the Special resolutions as set out in Item No. 5 and 7 of the notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Ms. Ekta Kapoor, Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Mr. Tusshar Kapoor being relatives of Ms. Ekta Kapoor, are concerned or interested in the resolution.

INFORMATION REQUIRED UNDER SCHEDULE V, PART II, CLAUSE (B) (IV) OF COMPANIES ACT, 2013 FOR ITEM NO. 6 AND 7

I. General Information:

1. Nature of Industry:

It is a Media & Entertainment Industry.

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.

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

Not applicable

4. Financial Performance based on given indicators:

The financial data as per last audited Balance Sheet as on 31st March, 2016 is as under:

₹ in Lakhs

Particulars	2015-16 (Audited)
Revenues	25,684.93
Expenditure	22,206.37
Operating Profit	3478.56
Other Income	3,365.34
Profit Before Taxes	5,972.31
Income Tax	1,604.87
Profit After Taxes	4,367.44

5. Foreign Investments or Collaborators:

The Company had allotted 10,720,000 shares to The Vanderbilt University, GHI ERP Ltd, GHI HSP Ltd, GHI LTP Ltd, Atyant Capital India Fund – I, Foreign Portfolio investors during the financial year 2015-16. They presently hold 19% of the paid up Share Capital of the Company.

II. Information about the Appointees:

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 mother of Ms. Ekta Kapoor and Mr. Tusshar Kapoor, Director of the Company. 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 and sister of Mr. Tusshar 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:

Name	Designation	Basic Salary (₹)	Perquisites, allowances, Reimbursement & benefits	Commission	Employer contribution as a percentage of profit	Total
Mrs Shobha Kapoor	Managing Director	1,03,50,000	15,000	28,82,723	6,62,400	1,39,10,123
Ms Ekta Kapoor	Joint Managing Director	45,17,944	15,000	28,82,723	2,87,300	*77,02,967

All above figures are per annum and pertains to FY 15-16.

* Remuneration paid from 10th November, 2015 to 31st March 2016.



3. Recognition and awards

The following are 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 & Ms Shobha Kapoor
Indian Telly Awards	2003	Best CEO of the year	Ms Shobha Kapoor
Foundation for promotion of Film Art & Craft	2003	Achiever of the Year	Ms 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
3rd 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
IMPACT magazine	2016	1st position in '50 Most Influential Women'	Ms. Ekta Kapoor

The following are few of the Awards achieved by the Company in last few years due to the joint efforts of Mrs. Shobha Kapoor, Managing Director and Ms Ekta Kapoor, Joint Managing Director.

Awarding Entity	Year	Award	Winner
Indian Telly Awards	2009	Best Ensemble	Bandini
International Trade Awards	2009	Outstanding Exporter of the Year - Media	Balaji Telefilms Limited
Zee Rishtey Awards	2009	Favorite Serial	Pavitra Rishta
Indian Telly Awards	2010	Most Consistent Production House of the Decade	Balaji Telefilms
Indian Telly Awards	2010	Most Popular Drama Series	Pavitra Rishta
3rd Boroplus Gold Awards	2010	Highest Gainer on TRP Charts of the Year	Pavitra Rishta
FICCI Frames Excellence Honours	2011	Best TV Show (Fiction)	Pavitra Rishta
FICCI Frames Excellence Honours	2012	Best Fiction Show	Bade Acche Lagte Hain
Television Style Award	2015	Most Stylish Beta Award	Shabbir Ahluwalia- Kumkum Bhagya
Television Style Award	2015	Most Stylish Beti Award	a) Sriti Jha- Kumkum Bhagya. b) Nia Sharma- Jamai Raja- Jamai Raja
Television Style Award	2015	Most Stylish Couple Award	Shakti Arora and Radhika Madan- Meri Aashiqui Tumse Hi.
Television Style Award	2015	Style Icon of the Year (Male) Award	Ronit Roy - Itna Karo Na Mujhe Pyaar
Television Style Award	2015	Style Icon of the Year (Female) Award	Paridhi Sharma- Jodha Akbar

Notice (Contd.)

Balaji Motion Pictures Limited, wholly owned subsidiary of the Company has achieved following National Awards amongst many others, due to the joint efforts of Mrs. Shobha Kapoor and Ms Ekta Kapoor

National Awards 2012

- Best Actress : Vidya Balan for The Dirty Picture
- Best Costumes: Niharika Khan for The Dirty Picture
- Best Makeup : Vikram Gaekwad for The Dirty Picture

4. Job profile and suitability

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta Kapoor are responsible for the conception of different shows 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 two decade's worth of experience in this domain. They have produced over 90 shows for various entertainment channels in India. 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.

Mrs. Shobha Kapoor's and Ms. Ekta Kapoor's leadership and involvement has been significant in steering the Company towards being a frontrunner in the Indian Television industry. They have led teams to conceptualize TV shows and have produced over 100 shows for major broadcasters across the country. 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. Their innovation and creativity has helped create for Balaji Motion Pictures a brand identity of its own. Consequently their efforts have well positioned Balaji Telefilms 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 in Item No. 6 & 7 of the Notice respectively.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel:

Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor are relatives of both the appointees, who are also inter se related to each other.

Save and except for receipt of rent for immovable property by the appointees and their relatives viz. Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor and receipt of dividend by them, if declared by the Company on the share capital held by them, they do not have any material pecuniary relationship with the Company. During Financial Year 2014-15, a part of land owned by the Company was sold to M/s JK Developers, a sole proprietary firm owned by Mr. Jeetendra Kapoor, relative of appointees.

7. Comparative Remuneration profile with respect to Industry, size of the company, profile of the Position and Person:

₹ in Lakhs			
Company/Group	Employee	Designation	Total Remuneration
Balaji Telefilms Limited	Sameer Nair	Group Chief Executive Officer	436.00
ZEE Entertainment Enterprises Limited	Punit Goenka	Managing Director	678.60
Entertainment Network (India) Limited	Prashant Pandey	Managing Director	370.29

Note:

- 1) The above information has been collated from publicly available information from the declared financial results of the above companies.
- 2) As can be seen from the above list, the proposed fixed remuneration of the Managing Director and the Joint Managing Director is comparable even to the Professional Senior Management of the Company.

**III. Other Information:****1. Reason for inadequate Profit:**

The Company does not face inadequacy of profit.

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

The Company has now well established itself into the Television Business and the Company continuously endeavors to boost the operational performance of the Company.

3. Expected increase in productivity and profits in measureable terms:

The Company is making all the best efforts to increase its productivity and profits however, the same cannot be estimated with accuracy

IV. Disclosures:

Details of the remuneration package of the Managerial Personnel and other requisite details thereof always forms part of the Corporate Governance Report, forming part of the Board of Directors' Report of the Company. The same is provided to all the shareholders of the Company

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

Sd/-

**Place: Mumbai,
Date: May 17, 2016**

**Simmi Singh Bisht
Group Head- Secretarial**

Regd. Office:

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

ANNEXURE:**Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]****1. Jeetendra Kapoor:**

Mr. Jeetendra Kapoor is the Promoter and Non-Executive Chairman of the Company. He is a celebrated movie star, starring in more than 200 movies in his 45 year career. He was particularly popular as a romantic lead and for his flair for dance. He is also a reputed TV and film producer. He has won a number of prestigious awards, including the Filmfare Lifetime Achievement Award, Screen Lifetime Achievement Award, Guild Award for Lifetime Achievement and several other lifetime achievement awards, as well as the Legend of Indian Cinema Award in 2004, the Dadasaheb Phalke Academy Award in 2014 and the Raj Kapoor Lifetime Contribution Award by Government of Maharashtra in 2016 among many other achievements and awards. He also frequently attends industry events as guest of honour.

Mr. Jeetendra Kapoor is related to Mrs. Shobha Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor who are also directors of the Company.

As on date he holds 32,60,522 shares in the Company.

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board- NIL.

ROUTE MAP TO THE VENUE OF THE 22nd ANNUAL GENERAL MEETING OF THE COMPANY





ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
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Folio No.	
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Client Id*	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING of the Company held on Wednesday, August 31, 2016, at 3.00 p.m. at 'The Club', 197, D. N. Nagar, Andheri (West), Mumbai – 400 053.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



Balaji Telefilms Ltd.

CIN: L99999MH1994PLC082802

Registered Office: C13, Balaji House, Dalia Industrial Estate, New Link Road, Andheri(w), Mumbai – 400053



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s): Registered address:		e-mail Id: Folio No/ *Client Id: *DP Id:	
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I/We, being the member(s) of _____ shares of Balaji Telefilms Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Wednesday, August 31, 2016 at 3.00 p.m. at 'The Club', 197, D. N. Nagar, Andheri (West), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolutions	For	Against
1	To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at March 31, 2016, and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon		
2	To appoint a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint Statutory Auditors and fix their remuneration		
4	Payment of Commission to Mrs. Shobha Kapoor (DIN 00005124), Managing Director of the Company for the financial year 2015-16		
5	Payment of Commission to Ms. Ekta Kapoor (DIN 00005093), Joint Managing Director of the Company for the financial year 2015-16		
6	Revision in Remuneration of Mrs. Shobha Kapoor (DIN 00005124), Managing Director of the Company		
7	Revision in Remuneration of Ms. Ekta Kapoor (DIN 00005093), Joint Managing Director of the Company		

* Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.