

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



April 13, 2018

To,

BSE Ltd.

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: Submission of Compliance Report on Corporate Governance for the quarter and year ended March 31, 2018.

Dear Sir/Madam,

With reference to the captioned subject pursuant to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached Corporate Governance Report of Balaji Telefilms Limited, for the quarter and year ended March 31, 2018.

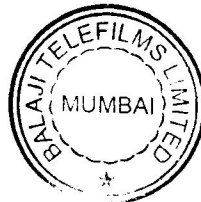
Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head Secretarial



Encl: - a/a

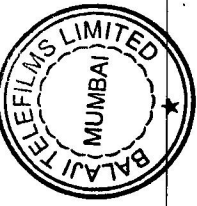
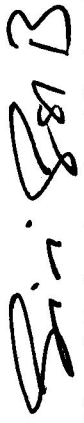
CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Balaji Telefilms Limited
2. Quarter ending - March 31, 2018

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|----------------------------|------------------------|---|------------------|------------------|---|--|--|--|
| Title (Mr./Ms.) | Name of the Director | DIN and PAN | Category (Chairman/ Executive/ Independent) | Date Appointment | Tenure* | No Directorship in listed entities including this listed entity | Number of membership in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity | |
| Mr. | Jeetendra Kapoor | 00005345 AAEPK1526B | Non-Executive- Non-Independent Chairman | 01/02/2000 | N.A. | 1 | 3 | 1 | |
| Mrs. | Shobha Kapoor | 00005124 AAEPK1531E | Executive Director | 10/11/2015 | N.A. | 1 | 1 | NIL | |
| Ms | Ekta Kapoor | 00005093 ABOPK8722G | Executive Director | 10/11/2015 | N.A. | 1 | 1 | NIL | |
| Mr. | Tusshar Kapoor | 00005088 AJNPK7579E | Non-Executive- Non-Independent- Director | 27/08/2010 | N.A. | 1 | 1 | NIL | |
| Mr. | Duraiswamy Gunaseela Rajan | 00303060 ADJPR0554N | Non-Executive- Independent- Director | 01/04/2014 | 4 year | 2 | 5 | 4 | |
| Mr. | Pradeep Kumar Sarda | 00021405 AAJPS0709H | Non-Executive- Independent- Director | 01/04/2014 | 4 year | 2 | 3 | NIL | |
| Mr. | Ashutosh Khanna | 03153990 AENPK8162Q | Non-Executive- Independent- Director | 01/04/2014 | 4 year | 1 | NIL | NIL | |
| Mr. | Devender Kumar Vasal | 06858991 AABPV9185E | Non-Executive- Independent- Director | 15/05/2014 | 3 year 11 months | 2 | 4 | NIL | |
| Mr. | Virendra Babubhai Dalal | 00247971 AAGPD5056R | Non-Executive- Independent- Director | 31/08/2015 | 2 year 7 month | 1 | 3 | NIL | |
| Mr. | Arun Kumar Purwar | 00026383 ADXPP9783F | Non-Executive- Independent- Director | 31/08/2015 | 2 year 7 month | 6 | 5 | 3 | |
| Mr. | Anshuman Thakur | 03279460 ABRPT5393H | Non-Executive Non-Independent- Director | 01/09/2017 | N.A. | 1 | NIL | NIL | |
| Mr. | *Jyotindra Thacker | 00006678 AAFP7607M | Non-Executive Non-Independent- Director | 01/09/2017 | N.A. | 1 | 1 | NIL | |
| Mrs. | Jyoti Deshpande | 02303283 ATQPD4524P | Non-Executive Non-Independent- Director | 23/03/2018 | N.A. | 2 | NIL | NIL | |

*Jyotindra Thacker ceased w.e.f. March 22, 2018.



| II. Composition of Committees | | Category (Chairperson/Executive/Non Executive/Independent/Nominee) | |
|--|---|---|---|
| Name of Committee | Name of Committee Members | | |
| 1. Audit Committee | "Same as Previous Quarter" | | |
| 2. Nomination and Remuneration Committee | "Same as Previous Quarter" | | |
| 3. Stakeholders Relationship Committee | "Same as Previous Quarter" | | |
| 4. Risk management Committee | Not Applicable | | |
| III. Meeting of Board of Directors | | | |
| Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meeting (in number of days) | |
| 10.11.2017 | 13.02.2018 | 94 days | |
| IV. Meeting of Committees - Audit Committee | | | |
| Date(s) of meeting (if any) in the previous quarter | Whether requirement of Quorum met (details) | Date(s) of meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meeting (in number of days) |
| 09.11.2017 | Yes- 5/5 | 13.02.2018 | 95 days |
| Related Party Transactions | | | |
| Subject | | | |
| Whether prior approval of Audit committee obtained | | | |
| Whether shareholder approval obtained for material RPT | | | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | | |
| V. Affirmations: | | | |
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes | | | |
| 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Audit Committee- Yes Nomination & Remuneration Committee- Yes Stakeholders Relationship Committee- Yes Risk Management Committee-Not Applicable | | | |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes | | | |
| 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-- Yes | | | |
| 5. This report and /or report submitted in the previous quarter has been placed before Board of Directors- Yes There were no comments/ observations/ advice of Board of Directors on the aforesaid report. | | | |
|  | | | |
|  | | | |
| Name & Designation: Simmi Singh Bisht Group Head Secretarial Date: April 13, 2018 | | | |

Corporate Governance Report

Name of the Company: Balaji telefilms Limited

Year Ending: March 31, 2018

| I. Disclosure on website in terms of Listing Regulations | | |
|---|----------------------------------|----------------------------------|
| Item | Compliance status (Yes/No/NA) | |
| Details of business | Yes | |
| Terms and conditions of appointment of independent directors | Yes | |
| Composition of various committees of board of directors | Yes | |
| Code of conduct of board of directors and senior management Personnel | Yes | |
| Details of establishment of vigil mechanism/Whistle Blower policy | Yes | |
| Criteria of making payments to non-executive directors | Yes | |
| Policy on dealing with related party transactions | Yes | |
| Policy for determining 'material' subsidiaries | Yes | |
| Details of familiarization programmes imparted to independent directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | |
| Email address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies and/or their associates | N.A. | |
| New name and the old name of the listed entity | N.A. | |
| II Annual Affirmations | | |
| Particulars | Regulation Number | Compliance status (Yes/No/NA) |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b)&25(6) | Yes |
| Board composition | 17(1) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |



| | | |
|---|-----------------------|------|
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of nomination & remuneration committee | 19(1)&(2) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1)&(2) | Yes |
| Composition and role of risk management committee | 21(1),(2),(3),(4) | N.A. |
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7)&(8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Yes |
| Approval for material related party transactions | 23(4) | N.A. |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5)&(6) | Yes |
| Maximum Directorship & Tenure | 25(1)&(2) | Yes |
| Meeting of independent directors | 25(3)&(4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2)&26(5) | Yes |



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Name : Mrs. Simmi Singh Bisht
Designation : Group Head Secretarial

