

# Balaji Telefilms Ltd.

C-13, Balaji House, Daria 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 30, 2019

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001  
Stock Code: 532382

**National Stock Exchange of India Ltd.**  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra (East),  
Mumbai 400051  
Stock Code: BALAJITELE

Sub: Proceedings of the 25<sup>th</sup> Annual General Meeting for the financial year 2018-19 held on August 30, 2019.

Dear Sir/Madam,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") please find below proceedings of the 25<sup>th</sup> Annual General Meeting (AGM) for the financial year 2018-19 of the Company, held today i.e. Friday, August 30, 2019:

**1. Date, Time and Venue of the AGM:**

The AGM was held on Friday, August 30, 2019 at 12.00 Noon at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai- 400 053, Maharashtra.

**2. Brief details of items deliberated:**

- Mr. Jeetendra Kapoor -Chairman of the Company, chaired the AGM.
- The requisite quorum being present, the Chairman called the AGM to order.
- The Chairman then delivered his speech.
- Mrs. Simmi Singh Bisht, Group Head Secretarial with the permission of the Chairman informed the members about remote e-voting and poll process at the AGM. Mr. Bhavesh Desai, Company Secretary and Advocate was appointed as scrutinizer to scrutinize the remote e-voting process and the Poll at the Meeting in a fair and transparent manner. The shareholders were further informed that the results of the voting would be disseminated to the stock exchanges, namely BSE Limited and National Stock Exchange of India Ltd., and would also be uploaded on the website of the Company and Karvy Fintech Private Limited, the agency providing e-voting facility within the stipulated time under applicable law.

- The following business set out in the notice convening the AGM was put for shareholders approval:

#### Ordinary Business

- i) Consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 and the report of Auditors thereon;
- ii) Appointment of a Director in place of Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, offers herself for re-appointment;
- iii) Declaration of Final Dividend on Equity Shares for the financial year ended March 31, 2019;

#### Special Business

- iv) Appointment of Mr. Ramesh Gopal Sippy (DIN: 00652881) as Non-Executive Director of the Company;

The details required under Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed herewith as Annexure A.

- v) Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company;
- vi) Continuation of Directorship of Mr. Virendra Babubhai Dalal (DIN: 00247971) as Non-Executive Independent Director of the Company;
- vii) Re-appointment of Mr. Virendra Babubhai Dalal (DIN: 00247971) as an Independent Director of the Company;
- viii) Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company.

#### 3. Manner of Voting:

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its shareholders to cast votes electronically on the resolutions which were set out in the AGM notice.
- Further, the facility for voting through polling papers was made available to the shareholders who were present at the AGM and had not cast their votes by remote e-voting.



**4. Result of the Meeting:**

The resolution nos. i to vii were passed with requisite majority by the shareholders and resolution no. viii has not been passed as the votes cast against the resolution are more than those cast in favour of the resolution. A detailed voting result shall be submitted within 48 hours of the conclusion of the Meeting.

**Note:** The document does not constitute minutes of the proceedings of the AGM held on August 30, 2019.

Kindly take the same on record and upload it on your respective websites.

Thanking You.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht  
Group Head Secretarial  
Membership No. A23360



**Appointment of Mr. Ramesh Sippy as Non-Executive Non-Independent Director on the Board of Balaji Telefilms Limited**

1. Date of Appointment: September 01, 2019
2. Brief Profile, Terms of Appointment & Disclosure of Relationship between Directors:

Age	75 Years
Qualification	B. Sc., University of Bombay
Experience	50 years of experience in Film Industry. He has been elected as President of Indian Motion Picture Distributors' Association. He is one of the leading Distributor of films in India.
Terms & Conditions of Appointment/Re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Ramesh Gopal Sippy will be appointed as a Non-Executive Director in Annual General Meeting and is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	N.A.
Remuneration proposed to be paid	As per by Board of Directors
Date of first appointment on the Board	N.A.
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/Key Managerial Personnel	Brother of Mrs. Shobha Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	N.A.
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> <li>• Raksha Entertainment Private Limited</li> <li>• Indian Motion Picture Distributors Association</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	N.A.

3. Mr. Ramesh Sippy is not debarred from holding the office of Director by virtue of any SEBI order or any such authority.