

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 11, 2017

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

Sub: **Submission of Quarterly Compliance Report on Corporate Governance for the year and the quarter ended March 31, 2017**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Clause 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed Quarterly Corporate Governance Report of Balaji Telefilms Limited, for the year and the quarter ended March 31, 2017.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht

Group Head Secretarial

Encl: - a/a

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Balaji Telefilms Limited
2. Quarter ending - 31-Mar-2017

Title (Mr./ Ms.)	Name of the Director	DIN and PAN\$	Category (Chairman/ Executive/ Independent)	Date of Appointment	Tenure*	No of Directorship in listed entities including this listed entity	Number of membership in Audit/ Stakeholder Committee(s) including this listed entity	No of post Chairperson Audit/ Stakeholder Committee held in 1 entities including listed entity
Mr.	Jeetendra Kapoor	00005345 AAEPK1526B	Chairman	01/02/2000	N.A.	1	3	1
Mrs.	Shobha Kapoor	00005124 AAEPK1531E	Executive Director	10/11/1994	N.A.	1	1	NIL
Ms	Ekta Kapoor	00005093 ABOPK8722G	Executive Director	10/11/1994	N.A.	1	1	NIL
Mr.	Tusshar Kapoor	00005088 AJNPK7579E	Non-Executive Director	27/08/2010	N.A.	1	NIL	NIL
Mr.	Duraiswamy Gunaseela Rajan	00303060 ADJPPR0554N	Independent Director	01/04/2014	3 years	2	5	4
Mr.	Pradeep Kumar Sarda	00021405 AAJPS0709H	Independent Director	01/04/2014	3 years	2	3	NIL
Mr.	Ashutosh Khanna	03153990 AENPK8162Q	Independent Director	01/04/2014	3 years	1	NIL	NIL
Mr.	Devender Kumar Vasal	06858991 AABPV9185E	Independent Director	15/05/2014	2 year 11 months	1	4	NIL
Mr.	Virendra Babubhai Dalal	00247971 AAGPDD5056R	Independent Director	31/08/2015	1 year 7 months	3	3	NIL
Mr.	Arun Kumar Purwar	00026383 ADXP9783F	Independent Director	31/08/2015	1 year 7 months	5	6	3



II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership
1	Duraiswamy Gunaseela Rajan	ID	Chairperson
2	Devender Kumar Vasal	ID	Member
3	Virendra Babubhai Dalal	ID	Member
4	Jeetendra Kapoor	C & NED	Member
5	Pradeep Kumar Sarada	ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership
1	Jeetendra Kapoor	C & NED	Chairperson
2	Shobha Kapoor	ED	Member
3	Ekta Kapoor	ED	Member
4	Devender Kumar Vasal	ID	Member

Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership
			N.A.

Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/ Membership
1	Ashutosh Khanna	ID	Chairperson
2	Pradeep Kumar Sarada	ID	Member
3	Jeetendra Kapoor	C & NED	Member
4	Devender Kumar Vasal	ID	Member



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 (in number of days)
25 November, 2016	13 February, 2017	79

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
13 February, 2017	0	24 November, 2016	80

V. Related Party Transactions		Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained		Yes
Whether shareholder approval obtained for material RPT		Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable

VI. 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-
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **N.A.**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligation 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 obligation and disclosure requirements) Regulations, 2015. - **Yes**

5. a. This report and/or the report submitted in the previous quarter had been placed before Board of Directors - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:



Name :
Designation :

Mrs. Simmi Singh Bisht
Group Head Secretarial

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			Compliance status (Yes/No/NA)
Item			
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			Yes
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)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	N.A.
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**