



Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra. **Tel:** +91-22-40698000, **Fax:** +91-22-40698181

Website: www.balajitelefilms.com, **Email:** investor@balajitelefilms.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extra-Ordinary General Meeting (“EGM”) for the Financial Year 2023-24 of the Members of Balaji Telefilms Limited (“the Company”) will be held on **Wednesday, March 06, 2024 at 03:00 P.M IST** (Indian Standard Time) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(es). The Registered Office of the Company situated at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400 053, Maharashtra shall be the deemed venue for the meeting.

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF UPTO 2,38,83,930 WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER AND OTHER ENTITIES BELONGING TO NON-PROMOTER CATEGORY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **“Act”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time-to-time, Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time-to-time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the **“Stock Exchanges”**) (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) to the

extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approval(s), consent(s) and permission(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot from time-to-time upto 2,38,83,930 (Two Crore Thirty Eight Lac Eighty Three Thousand Nine Hundred Thirty) Warrants, in one or more tranches, where each Warrant shall be convertible into or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- (Rupees Two) each (“**Warrants**”) at a price of Rs. 89.60/- (Rupees Eighty Nine and Sixty paise only) per warrant (“**Warrants Issue Price**”), being the price not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 214,00,00,128/- (Two Hundred and Fourteen Crore and One Hundred Twenty Eight), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following allottees (hereinafter referred to as “**Proposed Allottees**”), by way of a preferential issue, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act:

Sr. No.	Name of the person/entity	Category	Maximum number of warrants to be issued	Total amount (Rounded-off in Rs.)
1.	Ms. Ekta Ravi Kapoor	Promoter	50,00,000	44,80,00,000/-
2.	Aries Opportunities Fund Limited	Non-Promoter Foreign Portfolio Investor (Category I)	40,00,000	35,84,00,000/-
3.	Tano Investment Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Category I)	32,00,930	28,68,03,328/-
4.	Elara India Opportunities Fund Limited	Non-Promoter Foreign Portfolio Investor (Category I)	40,00,000	35,84,00,000/-
5.	Coeus Global Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Category I)	40,00,000	35,84,00,000/-
6.	Atyant Capital India Fund I	Non-Promoter Foreign Portfolio Investor (Category I)	20,91,944	18,74,38,182/-
7.	Vanderbilt University-Atyant Capital Management Limited	Non-Promoter Foreign Portfolio Investor (Category I)	15,91,056	14,25,58,618/-
TOTAL			2,38,83,930	2,14,00,00,128/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations, the **“Relevant Date”** for determining the minimum price for issue and allotment of Warrants shall be **Monday, February 05, 2024**, being the date, which is 30 days prior to the date of this Extra-ordinary General Meeting i.e. Wednesday, March 06, 2024.

RESOLVED FURTHER THAT the Preferential Issue of Warrants to the Proposed Allottees and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the entire Pre-preferential shareholding of the Proposed Allottees shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations;
- b) the Proposed Allottees shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant and can be exercised any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches;
- c) the minimum amount equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (**“Warrants Subscription Amount”**);
- d) the Warrant holder will be required to make further payment equivalent to 75% (seventy five percent) of the Warrants Issue Price on or before the exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company (**“Warrants Exercise Amount”**) within a period of 18 (Eighteen) months from allotment of warrants;
- e) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders of the Company for their issuance, provided that where the issue and allotment of said Warrants is pending/subject to receipt of any approval or permission from any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time-to-time;
- f) the price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments, wherever required, as permitted under the rules, regulations and laws, as applicable from time-to-time;
- g) the equity shares to be issued and allotted upon conversion of the Warrants shall be listed and traded on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions or approvals as the case may be and subject to the provisions of the Memorandum of Association and Articles of Association of the

Company;

- h) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form, fully paid-up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof;
- i) the Warrants shall not carry any rights (including any dividend or voting rights) until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- j) the conversion right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted;
- k) in the event that, a Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid on each of the said outstanding Warrants Exercise Price shall be forfeited by the Company and all the rights attached to the said Warrants shall lapse automatically;
- l) upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants and payment of Warrant Exercise Amount to the Company;
- m) the Warrants and Equity Shares allotted post exercise of Warrants shall remain locked-in for such period as specified under SEBI ICDR Regulations;
- n) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the complete record of Proposed Allottees be recorded in Form PAS 5 for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees pursuant to this private placement through preferential basis shall come from the respective bank account of the Proposed Allottees and be kept by the Company in a separate bank account and such account be opened by the Company.

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel be and are hereby severally authorized on behalf of the Company to do all such other acts, deeds, matters and things as they, in their absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (ii) to negotiate, finalize and execute all necessary contracts/ arrangements/ agreements/ documents/ form filings/ applications to give effect the above resolution, including to make application(s) to Applicable Regulatory Authorities, like application(s) to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- (iii) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- (iv) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (v) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (vi) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), Committee(s), Executive(s), Officer(s), or Authorized Signatory(ies) in order to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the

Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

ITEM NO. 2: APPOINTMENT OF MR. ASHUTOSH KHANNA (DIN: 03153990) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time (“**SEBI Listing Regulations**”), the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ashutosh Khanna (DIN: 03153990), who was appointed as an Additional Director by the Board of Directors with effect from February 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from February 9, 2024 till February 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor – Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution, including filing of necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

Regd. Office:

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

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

Website: www.balajitelefilms.com

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

Sd/-

Tannu Sharma

Company Secretary

Membership No.: ACS 30622

Place: Mumbai

Date: February 09, 2024

NOTES:

1. Pursuant to the General Circulars dated September 25, 2023, December 28, 2022, April 13, 2020 and April 08, 2020 and other relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter referred to as “**MCA Circulars**”) and Circular dated October 07, 2023, Master Circular dated July 11, 2023 and other related Circulars 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 (“**SEBI Listing Regulations**”), the 1st Extra-ordinary General Meeting (“EGM”) of the Company for the Financial Year 2023-24 is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the EGM venue is not required. The deemed venue for the EGM shall be the Registered Office of the Company i.e. C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra.
2. The Explanatory Statement(s) and reasons for the proposed Special Resolutions setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (“SS-2”) on General Meeting issued by Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking appointment form part of the Explanatory Statement forming part of this Notice.
3. Since the EGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Further, pursuant to 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 EGM through VC/ OAVM and cast their votes through e-Voting.
4. The Board of Directors, at their meeting held on February 09, 2024 has appointed Mr. Vijay Yadav, Practicing Company Secretary (Membership No. FCS 11990) as scrutinizer for conducting the e-voting process in a fair and transparent manner.
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 email on vijay.yadav@avsassociates.co.in
6. The Notice of EGM is 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) as on Friday, February 9, 2024.

7. The Notice of EGM 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 EGM 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. A copy of Memorandum & Articles of Association, Statutory Registers and other relevant documents as referred to in this EGM Notice are open for inspection for the Members at the Registered Office of the Company till the date of this meeting, during business hours on working days. Further, Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement in electronic mode are required to email to investor@balajitelefilms.com.

9. Important Communication / Awareness Material for Shareholders:

- (a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get existing physical shareholding converted into demat mode. Further, SEBI has also mandated that transfer and investor service requests including transmission, transposition etc., cannot be processed unless the securities are held in dematerialized form. Therefore, shareholders holding shares in physical form are requested to dematerialize their shareholding in their existing demat account, or by opening a new demat account with any Depository Participant (DP) at the earliest.
- (b) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by submission of duly filled and signed ISR 1 form alongwith self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.

Form ISR 1 along with other details is also available at: <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>.

- (c) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal (“ODR Portal”), which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI. Web-link to access the said portal is <https://smartodr.in/login>.

10. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Ltd. within 2 (two) days of conclusion of the EGM 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>.
11. The resolution(s) shall be deemed to be passed on the date of the EGM, subject to receipt of requisite majority.
12. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations, as amended from time-to-time and SS-2 on General Meetings, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **Wednesday, February 28, 2024** 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 **Saturday, March 02, 2024 (09.00 a.m. IST)** and will end on **Tuesday, March 05, 2024 (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 EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote at the meeting.
13. 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, **Wednesday, February 28, 2024**. 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.
14. 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 EGM.

GENERAL INSTRUCTIONS:

1. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.

2. The attendance of the Members attending the EGM 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](http://www.balajitelefilms.com)
3. The Company has engaged Registrar and Transfer Agents of the Company viz., KFin Technologies Limited (KFinTech), for providing facility to the Members to cast votes using remote e-Voting system, as well as for voting during the EGM.
4. EGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and other applicable laws.

PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-Voting period commences on **Saturday, March 02, 2024 (09.00 a.m. IST)** and will end on **Tuesday, March 05, 2024 (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. **Wednesday, February 28, 2024**.
- 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 circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, 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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 email 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. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

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-EGM 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-EGM) of the Company on KFin system to participate and vote at the e-EGM.

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	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> 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 (i.e. the sixteen digits demat account number held with NSDL) and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on Company name or e-Voting service provider i.e. Kfintech and you will be re-directed to Kfintech’s website for casting vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under “Shareholder/Member” section.

	<p>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.</p> <p>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.</p> <p>V. On successful selection, you will be re-directed to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>4. Using NDSL Mobile App</p> <p>I. By scanning the QR Code provided below Members can download the NSDL Mobile App “NSDL Speede” for seamless E-voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider’s, so that the user can visit the e-Voting service provider’s website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Provider’s.
<p>Individual Shareholder</p>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.

login through their demat accounts / Website of Depository Participant(s)	<p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider – Kfintech and you will be re-directed to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual 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, 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://evoting.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) i.e. **7852**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- 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. “7852- EGM” 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 (Corporate / FIs / FIIIs / trust / mutual funds / banks, etc.) are also required to send scanned certified true copy (PDF/JPG Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-Voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vijay.yadav@avsassociates.co.in with a copy marked to evoting@kfintech.com. The scanned PDF/Image of the above-mentioned documents should be in the naming format “Balaji Telefilms Limited_7852”.

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i) **In case of Physical holding:** Shareholders holding shares in physical mode may register/ update their email address in prescribed Form ISR-1 with the Company’s RTA. The Company has sent letter to such shareholders for furnishing relevant details, in compliance with SEBI circular dated March 16, 2023 and November 03, 2021. Form ISR-1 along with other relevant details are available at Company’s website; <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>
- ii) **In case of Demat holding:** Shareholders holding shares in demat mode, who have not registered or updated their email address, are requested to get the same registered/ updated with their respective Depository Participant(s).
- 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, INCLUDING INDIVIDUAL, OTHER THAN INDIVIDUAL AND PHYSICAL, FOR ATTENDING THE EGM OF THE COMPANY THROUGH VC/OAVM AND E-VOTING DURING THE MEETING.

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

- i. Member will be provided with a facility to attend the EGM 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 (i.e. **7852**). 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 EGM 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 will be required to grant access to the webcam to enable VC / OAVM. Further, 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 EGM. E-voting during the EGM 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 EGM. If a Member casts votes by both modes, then voting done through Remote e-Voting shall prevail and vote at the EGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM 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 EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-Voting.

OTHER INSTRUCTIONS

- I. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in connection with the matters to be taken up at the EGM, in advance, mentioning their name, demat account number / folio number, email id, mobile number at investor@balajitelefilms.com between Wednesday, February 14, 2024 till Friday, March 01, 2024. The Questions /queries received by the Company till Saturday, March 02, 2024 shall only be considered and responded 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 **Wednesday, February 28, 2024**, 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 EGM 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> Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890

- ii. If email address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home 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 EGM are requested to contact Kfintech at toll free number **1-800-309-4001** or write to them at evoting@kfintech.com .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The statement pursuant to Section 102 (1) of the Companies Act, 2013 (“Act”) relating to business(es) mentioned under the Item no. 1 & 2 of the accompanying Notice is as below.

Item No 1:

The Board of Directors at their meeting held on February 09, 2024, considered and approved the proposal for raising funds aggregating upto Rs. 214,00,00,128 (Two Hundred and Fourteen Crore and One Hundred Twenty Eight) by way of issuance of 2,38,83,930 (Two Crore Thirty Eight Lac Eighty Three Thousand Nine Hundred Thirty) Warrants at a price of Rs. 89.60/- per warrant on a preferential basis, subject to approval of Members of the Company by way of Special Resolution, inter-alia, in terms of Sections 23, 42 and 62 of the Companies Act, 2013 and the applicable rules, regulations and notifications thereunder (“Act”) as well as SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) to the Proposed Allottees as indicated in the above resolution.

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

- 1. Date of passing of Board resolution for approving preferential issue:** February 09, 2024.
- 2. Objects of the Preferential Issue:**

The Company intends to utilize the proceeds of the proposed preferential issue towards the following objects, directly or through its subsidiary(ies):

Sr. No.	Objects	Estimated amount to be utilized for each of the Objects* (Rs. in Crores)	Percentage of the Proceeds being utilized	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Repayment of Debt, including interest	35.00	16.36%	Within 12 months from the receipt of funds for the Warrants
2	Movie Production	100.00	46.73%	
3	Music Rights Monetisation & Web Series Development	25.50	11.91%	
4	General Corporate Purpose, which includes, without limitation, strategic initiatives, funding growth opportunities, strengthening marketing capabilities and brand building exercises, meeting ongoing general corporate contingencies, fund raising expense and other expenses incurred in ordinary course of business	53.50	25.00%	
	Total	214.00	100.00%	

* considering 100% conversion of Warrants into equity shares within the stipulated time.

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws. However, the amount stated for the general corporate purposes, shall not exceed Rs. 53.50 Crores i.e., 25% of proceeds from the Preferential Issue.

Further, pending the utilization of the funds, our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

As the issue size exceeds Rs. 100 Crore, the use of proceeds of the issue shall be monitored by a Credit Rating Agency registered with SEBI in terms of Regulation 162A, which shall be appointed on or before allotment of Warrants to the Proposed Allottees.

3. Particulars of the offer including maximum number of specified securities to be issued:

Issue and allotment of upto 2,38,83,930 (Two Crore Thirty Eight Lac Eighty Three Thousand Nine Hundred Thirty) Warrants to the Proposed Allottees, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each of face value of Rs. 2/- (Rupees Two) each (“Warrants”) at a price of Rs. 89.60/- (Rupees Eighty Nine and Sixty paise only) per warrant (“Warrants Issue Price”), such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations, payable in cash, aggregating upto Rs. 214,00,00,128 (Two Hundred and Fourteen Crore and One hundred and Twenty Eight).

4. Amount which the company intends to raise by way of such securities:

Amount aggregating to Rs. 214,00,00,128 (Two Hundred and Fourteen Crore and One Hundred and Twenty Eight).

5. The price or price band at/within which the allotment is proposed:

The Convertible Warrants are proposed to be issued to the Proposed Allottees at an issue price of Rs. 89.60/- (Rupees Eighty Nine and Sixty paise only) per Warrant, such price being not less than the minimum price, as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the ICDR Regulations.

6. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and are frequently traded. Further, NSE, being the Stock Exchange with higher trading volumes, has been considered for determination of price, in accordance with the SEBI ICDR Regulations.

As per the provisions of the SEBI ICDR Regulations, the minimum/floor price at which the Warrants convertible into equal number of equity shares can be issued is Rs. 89.49/- per Warrant. The Warrants will be issued at a price of Rs. 89.60/- per Warrant, which is more than the higher of the following:

- a) the 90 trading days' volume weighted average price of the Company's equity shares quoted on the Stock Exchange preceding the Relevant Date; i.e. Rs. 81.37/- per Warrant; or
- b) the 10 trading days' volume weighted average price of the Company's equity shares quoted on the Stock Exchange preceding the Relevant Date i.e. Rs. 89.49/- per Warrant; or
- c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

The issue price is Rs. 89.60/- per Warrant, which is not lower than the floor price determined in compliance with applicable provisions of the SEBI ICDR Regulations.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent Registered Valuer and consider the same for determining the price.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations.

The Members may note that a certificate has been obtained from a AAL & Associates, Chartered Accountant, certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation and the same shall be available for inspection by the Members and may be accessed

on the Company's website at the link
<https://www.balajitelefilms.com/pdf/otherdocuments/Pricing%20Certificate%20CA.pdf>

7. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for determining the issue price of the Warrants shall be Monday, February 05, 2024, being the date which is 30 days prior to the last date specified by the Company for the EGM.

8. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoter Group of the Company and Foreign Portfolio Investors (Public Category) in terms with the provisions of SEBI ICDR Regulations.

9. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Offer:

Ms. Ekta Ravi Kapoor, Joint Managing Director and Promoter, intends to participate and subscribe for 50,00,000 Warrants in the preferential offer.

Except for the above, none of the Directors, Promoters, Key Managerial Personnel or Senior Management intend to subscribe to the convertible Warrants in the proposed preferential issue.

10. The proposed time frame within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

The Warrants may be exercised by the Proposed Allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

11. Details (including class/category) of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Proposed Allottees	Category	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Warrants to be allotted	Pre-Issue Shareholding (as on Relevant Date)		Post Issue shareholding pattern (on fully diluted basis) *	
				No. of shares held	%	No. of shares held	%
1 Ms. Ekta Ravi Kapoor	Promoter	Individual	50,00,000	1,84,33,254	18.23	2,34,33,254	18.74
2 Aries Opportunities Fund Limited	FPI Category I	Mr. Nitin Singhal	40,00,000	-	-	40,00,000	3.20
3 Tano Investment Opportunities Fund	FPI Category I	Mr. Hari Shankar Tibrewala	32,00,930	-	-	32,00,930	2.56
4 Elara India Opportunities Fund Limited	FPI Category I	Mr. Rajendra Bhatt	40,00,000	-	-	40,00,000	3.20
5 Coeus Global Opportunities Fund	FPI Category I	Li Hoy Choo LI KIM FOR	40,00,000	-	-	40,00,000	3.20
6 Atyant Capital Fund I (ACIF)	FPI Category I	There is no natural person, whether acting alone or together, who owns 25% or more of the shares or capital or profits in ACIF. The senior managing official of ACIF is Mrs. Kamalam Pillay Rungapadiachy – Director.	20,91,944	40,78,223	4.03	61,70,167	4.94

Proposed Allottees	Category	Natural person who are / is the ultimate beneficial owners / who control the proposed allottees	No. of Warrants to be allotted	Pre-Issue Shareholding (as on Relevant Date)		Post Issue shareholding pattern (on fully diluted basis) *	
				No. of shares held	%	No. of shares held	%
7 Vanderbilt University-Atyant Capital Management Limited (VU)	FPI Category I	There is no natural person, whether acting alone or together, who owns 25% or more of the shares or capital or profits in VU. The senior managing official of VU is Mr. Anders Hall – Chief Investment Officer.	15,91,056	45,80,064	4.53	61,71,120	4.94
Total			2,38,83,930	2,70,91,541	26.79	5,09,75,471	40.78

*Note: This is based on the assumption that entire Warrants issued will be converted into Equity shares of the Company.

12. The change in control, if any, in the company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue, except to the extent of respective change in the shareholding of the Proposed Allottee(s).

13. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

15. The pre-issue and post-issue shareholding pattern of the company or the current and proposed status of allottees post the preferential issue:

Sr. No.	Category	Pre- Preferential Issue (as on Relevant Date)		Post Preferential Issue*	
		No. of Shares held	% of Share holding	No. of Shares held	% of Share holding
A	Promoters' holding:				
1	Indian:				
	Individual	3,47,32,876	34.34	3,97,32,876	31.78
	Bodies Corporate	-	-	-	-
	Sub Total	3,47,32,876	34.34	3,97,32,876	31.78
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	3,47,32,876	34.34	3,97,32,876	31.78
B	Non- Promoters holding:				
1	Institutional Investors	1,90,31,406	18.82	3,79,15,336	30.33
2	Non-Institution:				
	Corporate Bodies	2,77,22,714	27.41	2,77,22,714	22.18
	Directors and Relatives	18,200	0.02	18,200	0.01
	Indian Public	1,76,11,682	17.41	1,76,11,682	14.09
	Others (Including NRIs)	20,13,565	1.99	20,13,565	1.61
	Sub Total (B)	6,63,97,567	65.66	8,52,81,497	68.22
	Grand Total	10,11,30,443	100.00	12,50,14,373	100.00

***Note:** The table shows the expected shareholding pattern of the Company upon assumption that entire Warrants issued will be converted into Equity shares of the Company and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre-issue shareholding pattern was prepared.

16. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee(s) and lock-in period of shares

The entire pre-preferential shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants. The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Securities on preferential basis.

Lock-in Period:

The Equity Warrants and their resultant equity shares, to be allotted to the Proposed Allottee shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

The Warrants to be allotted to the Proposed Allottees will not be listed on any of the Stock Exchange(s), therefore, the Warrants will be locked-in for a period of one year from the date of allotment.

The Equity Shares allotted pursuant to the conversion of Warrants to the Promoter will be locked-in for a period of eighteen months (18) from the date of trading approval for resulting Equity Shares. Further, the equity shares allotted pursuant to the conversion of Warrants to the Public Category Allottees will be locked-in for a period of six months (6) from the date of trading approval for resulting Equity Shares.

The Proposed Allottees for Warrants have confirmed that the pre-preferential holding is locked-in and further, they have not sold any equity shares of the Company during the 90 trading' days period prior to the Relevant Date. Further, the Proposed Allottees have also undertaken that they will not deal in the Equity Shares of the Company till the allotment of Warrants is completed.

17. Material terms of raising such Securities: The material terms of the proposed preferential issue of Warrants are stipulated in the Special Resolution as set out at Item No. 1 of this Notice.

The other material terms for the Preferential Issue of Warrants to the Proposed Allottees are as follows:

- i. Prior to the Conversion Date, the Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants, in accordance with applicable laws.
- ii. The Company shall file the certificate from its Statutory Auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

- iii. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.
- iv. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- v. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice.

18. Practicing Company Secretary's Certificate:

The certificate from Manwani & Associates, Practicing Company Secretaries, having office at Unit No. 125, Tower B-3, Spaze ITech Park, Sohna Road, Sector 49, Gurugram, Haryana 122018, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available to the Members for inspection at the Registered Office of the Company from February 14, 2024 till March 01, 2024, during office hours, and is also being made available on the website of the Company at <https://www.balajitelefilms.com/pdf/otherdocuments/PCS%20Certificate.pdf>

19. Monitoring Agency:

As the issue size exceeds Rs. 100 Crore, the use of proceeds of the issue shall be monitored by a Credit Rating Agency registered with SEBI in terms of Regulation 162A of SEBI ICDR Regulations, which shall be appointed on or before allotment of Warrants to the Proposed Allottees.

20. Principle terms of assets charged as securities: Not Applicable

21. Undertaking:

- Issue of the said Equity Shares would be well within the Authorized Share Capital of the Company.
- The entire shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. Further, the specified securities will be issued in dematerialized form only.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.
- Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender.
- No person belonging to the promoters / promoter group has previously subscribed to any Warrants of the Company but failed to exercise them.

- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- The Company does not have any outstanding dues payable to SEBI, Stock Exchanges or the Depositories.
- The Foreign Portfolio Investors (FPIs) to whom allotment is proposed to be made are, neither directly nor indirectly, related to the promoter group.
- The proposed allotment of Warrants will not result in any change in the current and proposed status of the allottee(s) post the preferential issue, namely, promoter or non-promoter;
- The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- The Company shall recompute the price of specified securities in terms of SEBI ICDR Regulations, wherever it is required to do so. Further, if the amount payable on account of re-computation of price is not paid within stipulated time as specified under said Regulation, the specified securities shall continue to be locked-in till the time such amount is paid by the Allottees.
- The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company or any Committee formulated thereof, to create, offer, issue and allot convertible Warrants as specifically described in the resolution set out at Item No. 1 of this Notice. The Board of Directors believe that the proposed issue is in the best interest of the Company and Members. The Board, accordingly, recommends Special Resolution as set out in Item No. 1 of the accompanying Notice, for the approval by the Members of the Company.

The resolution and the terms stated therein as also the terms stated in this Explanatory Statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (or any Committee formulated by the Board for this purpose, to whom any power may be delegated by the Board in this regard) shall have the sole and absolute authority to modify the terms hereinabove in case of any subsequent changes in law, without seeking any further approval from the shareholders.

Ms. Ekta Ravi Kapoor (Joint Managing Director) and Mr. Jeetendra Kapoor (Chairman & Non-Executive Director) & Mrs. Shobha Kapoor (Managing Director) (*being related to Ms. Ekta Ravi Kapoor-one of the Proposed Allottee*), are deemed to be interested in the resolution to the extent of their respective shareholding. Except these, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No 2:

The Board of Directors ("Board") upon the recommendation made by the Nomination and Remuneration Committee ("NRC") appointed Mr. Ashutosh Khanna as an Additional (Independent) Director of the Company for a term of five (5) years with effect from February 09, 2024 to February 08, 2029 (both days inclusive), subject to the approval of the Members by way of Special Resolution.

In terms of Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), approval of the Members is required to be obtained for appointment of a Director at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for the appointment of Mr. Ashutosh Khanna, through Item No. 2 as set out in this Notice.

The Company has received a notice in writing from a Member in terms of Section 160(1) of the Companies Act, 2013 proposing his candidature as a Director of the Company.

Mr. Ashutosh Khanna has inter-alia furnished the consent to act as a Director, confirmation that he is not disqualified from being appointed as a Director, a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations and confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director.

In the opinion of the NRC and the Board, Mr. Khanna fulfils the conditions for independence specified in the Companies Act, 2013 read with the Rules made thereunder, SEBI Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company, and is independent of the Management. Further, in the opinion of the NRC and Board, Mr. Khanna possess requisite skills, experience, knowledge and capabilities identified by the NRC and the Board as required for the role of an Independent Director of the Company. His extensive experience in steering global leadership advisory firms, professional competence, deep knowledge and expertise in Business strategy, Human Resource and governance and his standing in the corporate world will be of great value for the Company and accordingly, the Board recommends his appointment as Independent Director of the Company for a term of five consecutive years.

Mr. Khanna shall be entitled to receive remuneration by way of fee for attending meetings of the Board or Committee(s) thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Khanna as an Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company’s registered office during normal business hours on working days up to March 01, 2024, and is also available on our website at https://www.balajitelefilms.com/pdf/Independent%20Director_Letter%20of%20Appointment.pdf

The profile and specific areas of expertise of Mr. Khanna and other relevant information as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are appearing hereunder:

Mr. Ashutosh Khanna	
DIN	03153990
Age	57 Years
Qualification	<ul style="list-style-type: none"> • Master's Degree in Management Studies, Bombay University • Bachelor of Science Degree, Delhi University
Brief Resume	<p>Mr. Ashutosh Khanna is a partner in Heidrick & Struggles' at New Delhi and leads the Consumer Markets Practice in South Asia. With more than 15 years of executive search experience, Mr. Khanna works closely with C-suite clients to find talent solutions that address increasingly complex business challenges.</p> <p>Starting with FMCG and then marketing services, Mr. Khanna's involvement has largely been within the consumer sector. His body of work includes board advisory and executive search for CEO and functional leaders. He leverages the deep relationships he formed within the marketing and advertising sectors to work with clients on senior-level searches in the consumer goods, retail, marketing services, and travel and hospitality sectors as well as digital native companies. In addition to executive search and advisory work, he finds satisfaction in building employer branding for start-ups with local and regional business locations.</p> <p>Prior to Heidrick & Struggles, Mr. Khanna was associated with another global executive search firm for 15 years. Before that, he was COO, India at Grey Worldwide, and with Bayer, Lowe Lintas, and WPP in several P&L roles.</p> <p><u>Awards and Recognition</u> Top 20 Most Influential Advertising Professionals, <i>Economic Times</i>, 2006.</p>
Expertise in specific functional area	Advertising and consulting.
Experience	35+ years of experience
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
Terms & Conditions of appointment and details of remuneration sought to be paid	As per the Resolution at Item No. 2 of the Notice read with Explanatory Statement thereto.
Remuneration last drawn	Nil

(Including Sitting fees, if any)	
Remuneration proposed to be paid	As per the Resolution at Item No. 2 of the Notice read with Explanatory Statement thereto. The Nomination and Remuneration Policy of the Company can be accessed at: https://www.balajitelefilms.com/nomination-remuneration-policy.php
Date of first appointment on the Board	February 09, 2024
Shareholding in the Company	Nil
No. of Meetings of the Board attended during the financial year 2023-24 (till date of this Notice)	Not Applicable
Listed entities wherein directorship held as on date of this Notice	Balaji Telefilms Limited
Directorships held in other Companies with details of listed entities from which the person has resigned in the past three years as on date of this Notice	Nil
Membership/ Chairpersonship of Committees of other Companies	Nil

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Khanna as Independent Director of the Company, by way of Special Resolution as set out above.

None of the Director, Key Managerial Personnel or their relatives except Mr. Ashutosh Khanna to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the Resolution as set out in the Item No. 2 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.

Regd. Office:

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

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

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

**Sd/-
Tannu Sharma
Company Secretary**

