

# Balaji Telefilms Ltd.

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New Link Road, Andheri (West), Mumbai - 400 053.  
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Website : www.balajitelefilms.com  
CIN No.: L99999MH1994PLC082802



August 31, 2021

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 27<sup>th</sup> Annual General Meeting for the financial year 2020-21 held on August 31, 2021.**

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 27<sup>th</sup> Annual General Meeting (AGM) for the financial year 2020-21 of the Company, held today i.e. Tuesday, August 31, 2021:

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

The AGM was held on Tuesday, August 31, 2021 at 03.00 pm IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

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

- **Mr. Jeetendra Kapoor -Chairman** of the Company, chaired the AGM.
- The Chairman welcomed the Members and informed that the Meeting was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- Mr. Sanjay Dwivedi, Group Chief Financial Officer explained the general instructions to the Members who had joined the meeting.
- The requisite quorum being present, the AGM was called to order.
- Mr. Dwivedi requested the Directors to introduce themselves one by one. Mr. Nachiket Pantvaidya, Group Chief Executive Officer & Mr. Zulfiqar Khan, Group Chief Operating Officer & Chief Executive Officer (ALT Digital), Authorized Representatives of Statutory Auditors & Secretarial Auditors and Scrutinizer were also present at the Meeting through VC.
- Since Meeting was held through VC/ OAVM there was no possibility of securing physical attendance of the members; therefore, in line with the applicable guidelines, there was no requirement of appointing proxies.





- Mr. Dwivedi informed that the Members who seek to inspect Statutory Registers, relevant documents referred to in the Notice of AGM and the Explanatory Statement and Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 are required to email at [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com).
- Further Mr. Dwivedi on behalf of the Chairman delivered the speech.
- The Notice convening the 27<sup>th</sup> AGM as well as the Auditors' Report on the Standalone and Consolidated Audited Financial Statements of the Company was taken as read, since there was no qualification in the Report. Further, Members attention was drawn to Secretarial Auditors remark in Secretarial Audit Report, pertaining to non-appointment of Independent Woman Director from the period April 01, 2020 to August 27, 2020 as required under the Listing Regulations and Board's comments on the same. Thereafter Secretarial Audit Report for the year ended March 31, 2021 was taken as read.
- Mr. Sanjay Dwivedi informed the members about remote e-voting process at the AGM. Further, Members were informed that Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Company Secretaries was appointed as scrutinizer to scrutinize the e-voting process 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 National Securities Depository Limited, the agency providing e-voting facility, within the stipulated time under applicable law.
- Mr. Dwivedi addressed the queries of those Members who had sent the same to the Company.
- The following items of business as set out in the notice convening the AGM were put for shareholders consideration and approval:

**Ordinary Business**

- i) Consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon;
- ii) Appointment of a Director in place of Mr. Ramesh Sippy (DIN: 00652881), who retires by rotation and being eligible, offers himself for re-appointment;
- iii) Declare Final Dividend on equity shares for the financial year ended March 31, 2021.





### Special Business

- iv) Approve the payment of remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for a further period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.
- v) Approve the payment of remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for a further period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure.
- vi) Appointment of Mr. Jason Kothari (DIN: 07343314) as Non-Executive Independent 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.

### 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, and in accordance with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company had provided remote e-voting facility and evoting facility during the AGM to its shareholders to cast votes electronically on the resolutions which were set out in the AGM notice. The Members were informed that the evoting facility will be available for 30 minutes after the closure of the meeting.

### 4. Result of the Meeting:

The resolution nos. i, ii, iii and vi were passed with requisite majority by the shareholders and resolution no. iv and v have not been passed as the votes cast against the resolution are more than those cast in favor of the resolution. A detailed voting result shall be submitted within two working days of the conclusion of the Meeting.

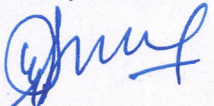
**Note:** This document does not constitute minutes of the proceedings of the AGM held on August 31, 2021.

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

Thanking You.

Yours truly,

For Balaji Telefilms Limited

  
Sanjay Dwivedi  
Group Chief Financial Officer





**Appointment of Mr. Jason Kothari as an Independent Director on the Board of Balaji Telefilms Limited**

1. **Date of Appointment:** February 11, 2021
2. **Brief Profile, Terms of Appointment & Disclosure of Relationship between Directors:**

<b>Reason for Change viz. appointment, resignation, removal, death or otherwise</b>	Appointment
<b>Date of Appointment &amp; term of appointment</b>	Mr. Jason Kothari to hold office as an Independent Director for a term of 5 consecutive years with effect February 11, 2021.
<b>Brief Profile</b>	<p>Jason Kothari is an entrepreneur and experienced business leader in the technology, media &amp; entertainment sectors.</p> <p>While still in college, he acquired bankrupt US-based Valiant Entertainment and led the transformation of the company as the CEO to the third largest superhero entertainment company after Marvel and DC Entertainment and a sale for \$100 million, generating a record industry return. The Company was named Publisher of the Year, was nominated for 90 awards, and completed a landmark five-movie deal with Sony Pictures, including 'Bloodshot' starring Vin Diesel (Sony Pictures), where Jason served as an Executive Producer.</p> <p>Subsequently, Jason was the CEO of Housing.com, one of India's largest online real estate companies, where he led the transformation of the company and then a merger with News Corp's PropTiger to create the \$350 million industry leader. The Company had increased revenues by 400%, while reducing costs by 70%, and its platform became the most popular for buying and selling homes in the country.</p> <p>Following this, Jason became the Chief Strategy &amp; Investor Officer of Snapdeal, one of India's largest e-commerce companies, where he played a lead role in transforming the company. This included leading the Snapdeal 2.0 strategy &amp; plan creation, the restructuring of the company, and the sale of non-core businesses, resulting in the company going from an over \$20 million monthly loss to a profit, a first for an Indian e-commerce company, and generating \$140 million in excess cash.</p> <p>Jason was also the CEO of FreeCharge, one of India's largest digital payments companies owned by Snapdeal, where he led the company from a \$10 million gross monthly loss to a gross profit and then a sale to Axis Bank for \$60 million.</p> <p>In addition, he has been a senior advisor to various companies, such as Softbank, the largest technology investor; Noon.com, the largest e-commerce company in the Middle East that has</p>





	<p>raised \$1 billion; and is on the Board of Directors of Emaar India, one of the largest real estate developers in India with over \$2 billion in assets, among others.</p> <p>He holds a B.S. from The Wharton School of the University of Pennsylvania, is a member of Young President's Organization (YPO) in Mumbai and is the author of the Nielson best-selling book 'Irrationally Passionate' (HarperCollins).</p>
<b>Disclosure of Relationship between Directors</b>	Mr. Jason Kothari is not related with any other existing Director of the Company.

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

