



## NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Saturday, August 30, 2014, at 3.00 p.m., at 'The Club' 197, D. N. Nagar, Andheri (West), Mumbai - 400053, to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

#### 2. Declaration of Dividend

To declare dividend for the financial year ended on March 31, 2014.

#### 3. Re-Appointment of Director

To appoint a Director in place of Mr. Jeetendra Kapoor, who retires by rotation and being eligible, seeks re-appointment.

#### 4. Re-Appointment of Independent Director

a) To consider and if thought it, to pass with or without modification, the following Resolution as an Ordinary Resolution.

**"RESOLVED** that pursuant to Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Pradeep Sarma, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, not liable to retire by rotation w.e.f. April 1, 2014."

b) To consider and if thought it, to pass with or without modification, the following Resolution as an Ordinary Resolution.

**"RESOLVED** that pursuant to Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. D.G.Rajan, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, not liable to retire by rotation w.e.f. April 1, 2014."

c) To consider and if thought it, to pass with or without modification, the following Resolution as an Ordinary Resolution.

**"RESOLVED** that pursuant to Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Ashutosh Khanna, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, not liable to retire by rotation w.e.f. April 1, 2014."

#### 5. Appointment of Auditors

To appoint M/s. Deloitte Haskins and Sells LLP and M/s. Snehal & Associates, Chartered Accountants, Mumbai, as Joint Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and for that purpose to pass following resolution as an Ordinary resolution:

**"RESOLVED** that pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, M/s. Deloitte Haskins and Sells LLP (Firm Registration No: 117366W/W-100018) and M/s. Snehal & Associates, Chartered Accountants, Mumbai (Firm Registration No: 110314W), be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors.

**RESOLVED FURTHER** that any one of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do such other acts, deeds and things as are necessary to give effect to the above resolution."

### SPECIAL BUSINESS:

#### 6. Appointment Mr. D. K. Vasal as an Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

## NOTICE (Contd.)

**"RESOLVED** that pursuant to Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. D. K. Vasal, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. May 15, 2014 and who holds office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. D.K.Vasal as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years, not liable to retire by rotation w.e.f. May 15, 2014."

**7. Alteration of Articles of Association:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution;

**"RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the existing Article 150 of the Articles of Association of the Company be and is hereby deleted and substituted by the following new Article 150:

150. Subject to the provisions of Section 149 and 152 of the Companies Act, 2013 and Articles 130 to 138, at every Annual General meeting of the Company, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office except the Nominee Directors and Independent Directors. All other Directors shall be taken into account in determining the number of Directors to retire by rotation. In these Articles a "Retiring Director" means a Director retiring by rotation."

**8. Ms. Ekta Kapoor liable to retire by rotation:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

**"RESOLVED** that in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on September 5, 2012, Ms. Ekta Kapoor, Joint Managing Director of the Company shall be liable to retire by rotation."

**9. Increase in Authorised Share Capital of the Company and alteration of Memorandum of Association**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

**"RESOLVED** that pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby given to the Company to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each.

**RESOLVED FURTHER** that the existing Clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby deleted and in its place the following Clause V be substituted.

- V (a). The Authorised Share Capital of the Company is 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 8,50,00,000 (Eight Crores Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each with rights, privileges, and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to divide the Shares in the capital for the time being, into several classes and to attain thereto respectively such preferential, qualified or special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the company for the time being and to vary, modify or abrogate such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or statutory modification thereof or provided by the Articles of Association of the Company for the time being.
- (b). Minimum paid-up capital of the company shall be Rs. 5,00,000/- (Rupees Five Lacs Only)."

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

Sd/-

**Simmi Singh Bisht**

Company Secretary & Compliance Officer

Mumbai, May 15, 2014

**Regd. Office:**

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

## NOTICE (Contd.)

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF THE COMPANY SHALL BE ENTITLED TO APPOINT ANY PERSON WHETHER A MEMBER OR NOT AS HIS PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. Instruments appointing proxies, in order to be valid and effective, must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting.
2. Members / proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
3. Voting through electronic means:
  - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited through its Website : <https://evoting.karvy.com>
  - (ii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - (iii) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
  - (iv) The e-Voting shall remain open from August 24, 2014 (9.00 A.M.) till August 26, 2014 ( 6.00 P. M.)
  - (v) E-Voting shall be completed three days prior to the date of Annual General Meeting.
  - (vi) The Board of Directors at their meeting have appointed Mr.K.C.Nevatia, Practicing Company Secretary as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
  - (vii) Vote once casted by the member cannot be changed/altered.

The instructions for e-voting are as under:

- (i) Initial logging ID and password is provided in E-Voting Notice. EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
- (ii) Karvy shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (iv) Click on Shareholder – Login
- (v) Put user-Id and Password as initial password noted in step (ii) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select “EVEN” of Balaji Telefilms Limited.
- (ix) Now you are ready for e-Voting as Cast Vote page opens.
- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xiii) Institutional shareholders (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 of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [kcnevatia@yahoo.com](mailto:kcnevatia@yahoo.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
- (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy's Tel No. at 1800 345 4001( toll free).
- (xv) If you are already registered with KARVY for e-voting then you can use your existing user-Id and password for casting your vote.
- (xvi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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## NOTICE (Contd.)

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- (xvii) The e-Voting period commences on August 24, 2014 (9.00 A.M.) and ends on August 26, 2014 (6.00 P. M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. July 25, 2014, may cast their vote electronically. The e-Voting module shall also be disabled by August 26, 2014 (6.00 P. M.) for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- (xviii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, July 25, 2014.
- (xix) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on July 25, 2014 and not casting their vote electronically, may cast their vote at the Annual General Meeting.
- (xx) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxi) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.balajitelefilms.com](http://www.balajitelefilms.com) and on the website of Karvy within two(2) days of passing of the resolutions at the Annual General Meeting of the Company on August 30, 2014 and communicated to the BSE and NSE Limited.
4. The Register of Members and Share Transfer Books will remain closed from August 26, 2014 to August 30, 2014 both days inclusive.
5. Pursuant to provisions of Section 124 and Section 125 and other applicable provisions, if any, of the Companies Act, 2013, all the unclaimed/unpaid dividend amount remaining unclaimed / unpaid for a period of seven years from the date of its lying in the unpaid dividend account has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members are requested to contact the Company's Registrar and Transfer Agents, for payment in respect of unclaimed / unpaid dividends declared by the Company after August 2006. Members may please note that no claim shall lie either against the Fund or the Company in respect of dividend which remain unclaimed /unpaid for a period of seven years from the date it is lying in the unpaid dividend account and no payment shall be made in respect of such claims.
6. Members whose shareholding is in the electronic mode are requested to notify all changes with respect to their address, email id, ECS mandate and bank details to their respective Depository Participants.
7. Members are requested to address all correspondences, including dividend mandates, etc. to the Registrar and Share Transfer Agents – Karvy Computershare Private Limited, Plot No.17 to 24, Near Image Hospital, Vittalrao Nagar, Madhapur, Hyderabad 500 034, India.
8. Pursuant to the requirements of the Listing Agreements of Stock Exchanges on Corporate Governance, the information about the Directors proposed to be re-appointed is given in the Annexure to the Notice.
9. Across the world, there is an increasing focus on doing our share to help save our environment from further degradation. Recognizing this trend, the Ministry of Corporate Affairs ("MCA") has vide Circular Nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively, taken a 'Green Initiative in Corporate Governance', by allowing paperless compliances through electronic mode. In view of the Company's strong focus on the environment and eco-sustainability, Balaji Telefilms Limited proposes to send all documents / communications to its shareholders through email. We request you to kindly update your email id with your respective Depository Participant and make this effort of your Company a grand success.

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

Sd/-  
**Simmi Singh Bisht**  
Company Secretary & Compliance Officer

Mumbai, May 15, 2014

**Regd. Office:**

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

# NOTICE (Contd.)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 1956

### Item No. 4

- a) Pradeep Sarda was first appointed on the Board on May 17, 2004 as an Additional Director. In the opinion of the Board Mr. Pradeep Sarda proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an Independent Director can be appointed for a term of five consecutive years. The Company has received notice in writing from a member alongwith a deposit of Rs. 1lac proposing the candidature of Mr. Pradeep Sarda for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Board recommends the resolution as set out in item No.4 (a) of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Pradeep Sarda is concerned or interested in this resolution.

- b) D.G Rajan was first appointed on the Board on July 19, 2010 as an Additional Director. In the opinion of the Board Mr. D.G Rajan proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an Independent Director can be appointed for a term of five consecutive years. The Company has received notice in writing from a member alongwith a deposit of Rs. 1lac proposing the candidature of Mr. D.G. Rajan for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Board recommends the resolution as set out in item No.4 (b) of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. D.G Rajan is concerned or interested in this resolution.

- c) Ashutosh Khanna was first appointed on the Board on August 27, 2010 as an Additional Director. In the opinion of the Board Mr. Ashutosh Khanna proposed to be appointed as an Independent Director fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 and the rules made there under and that the proposed director is independent of the management.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an Independent Director can be appointed for a term of five consecutive years. The Company has received notice in writing from a member alongwith a deposit of Rs. 1lac proposing the candidature of Mr. Ashutosh Khanna for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

The Board recommends the resolution as set out in item No.4 (c) of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Ashutosh Khanna is concerned or interested in this resolution.

### Item No. 6

Mr. D.K Vasal was co-opted as an Additional Director of the Company w.e.f. May 15, 2014 pursuant to Section 161 of the Companies Act, 2013. Mr. D.K Vasal holds office of director upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member alongwith a deposit of Rs. 1 lac proposing the candidature of Mr. D.K Vasal for the office of Director under the provisions of Section 160 of the Companies Act, 2013.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an Independent Director can be appointed for a term of five consecutive years. The Board recommends the resolution as set out in item No.6 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives except Mr. D.K Vasal is concerned or interested in this resolution.

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## NOTICE (Contd.)

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### **Item No.7 & 8**

In order to comply with the provision of Section 152 of the Companies Act, 2013 relating to number of directors liable to retire by rotation and provisions of Section 149 prohibiting independent directors to retire by rotation, Article 150 of the Articles of Association of the Company is being amended by substituting it with new Article and the Category of Ms. Ekta Kapoor, Joint Managing Director is sought to be changed from a non- retiring director to a director retiring by rotation.

The Board therefore recommends the Resolutions as set out in Item No.7 and 8 of the Notice for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the resolution as set out in item no.7.

While in Item No.8 none of the Directors, Key Managerial Personnel or their relatives except Ms Ekta Kapoor, Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor being relatives of Ms. Ekta Kapoor are concerned or interested in passing of this resolution.

A copy of Articles of Association of Company is available for inspection by Members at the registered office of the Company on all working days during usual business hours.

### **ITEM NO. 9**

In order to meet the future requirement of funds for Company's business, the Board of Directors in its meeting held on May 15, 2014, has approved to increase the present Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only).

It is, therefore, sought to increase the Authorised Share Capital of the Company from Rs. 15,00,00,000/- (Rupees Fifteen Crores only) to Rs. 17,00,00,000/- (Rupees Seventeen Crores Only). For this purpose Clause V of the Memorandum of Association are required to be altered by passing an Ordinary Resolution by Shareholders.

The Board of Directors, therefore, recommends the resolutions as set out in Item No. 9 of the Notice for your approval.

None of the Directors, Key Managerial Personnel and its relatives is in any way concerned or interested in the above mentioned resolution.

A copy of the Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company on all working days during usual business hours.

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

Sd/-

**Simmi Singh Bisht**

Company Secretary & Compliance Officer

Mumbai, May 15, 2014

### **Regd. Office:**

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

# ANNEXURE

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED /RE-APPOINTED.**

**1. Jeetendra Kapoor:**

Date of Birth: 13.04.1942  
Date of First Appointment: 01.02.2000  
Qualification: Graduate

He is a popular movie star throughout the 1970s and 1980s and has starred in more than 200 films in his 45-year film career. He has won a number of awards including the Filmfare Lifetime Achievement Award, the Legends of Cinema Award and the Dadasaheb Phalke Academy Award. His extensive relationship in the Indian entertainment industry proved to be extremely beneficial for the Company in its formative years and he continues to open new frontiers for the Company.

As on date he holds 3260522 shares in the Company.

<b>Directorships including the Company</b>	<b>Committee Memberships</b>
Balaji Telefilms Limited	Audit Committee Nomination & Remuneration Committee Stakeholder Relationship Committee
Balaji Motion Pictures Limited.	Audit Committee Nomination & Remuneration Committee
Balaji Teleproducts Limited	-
Balaji Films & Telly Investments Limited	-
Bolt Media Limited	-

**2. Pradeep Sarda**

Date of Birth: 23.08.1955  
Date of First Appointment: 17.05.2004  
Qualification: Graduate

He is a first generation industrialist, is the Chairman of the Sarda Group of Industries and has vast experience in various industries such as paper, engineering, construction, academics and real estate. He is also Chairman of the Governing Board of Ecole Mondiale World School, which has set up a world class International School in Mumbai.

As on date he does not hold any shares in the Company.

<b>Directorships including the Company</b>	<b>Committee Memberships</b>
Balaji Telefilms Limited	Audit Committee Nomination & Remuneration Committee
Balaji Motion Pictures Limited.	Audit Committee Nomination & Remuneration Committee
Mercury Trade Links Limited	-

**3. Mr. D.G Rajan**

Date of Birth: 10.01.1941  
Date of First Appointment: 19.07.2010  
Qualification : FCA (England and Wales), FCA (India)

He is a Fellow of the Institute of Chartered Accountants in England and Wales and The Institute of Chartered Accountants of India. He was earlier a Senior Partner at Lovelock & Lewes, Chairman of Direct Taxation Committee of Southern India Chamber of Commerce & Industry and a Member of the Board of Governor of Doon School. He was also the President of the Management Consultants Association of India and Chairman of the Southern Region of Indian Paint Association. Presently, he is the Advisor and Management Consultant to many domestic and international groups.



## ANNEXURE (Contd.)

As on date he holds 300 equity shares in the Company constituting 0.00% of the paid up equity capital of the Company.

Directorships including the Company	Committee Memberships
Balaji Telefilms Limited	Chairman - Audit Committee
Balaji Motion Pictures Limited	Chairman - Audit Committee
Lotte India Corporation Ltd	Chairman - Audit Committee
IFGL Refractories Ltd.	Audit Committee & Remuneration Committee
BOLT Media Limited	-

#### 4. Mr. Ashutosh Khanna

Date of Birth: 23.07.1966

Date of First Appointment: 27.08.2010

Qualification : BSC, MMS

He works as a Partner with Korn/Ferry and specialises in the Consumer Industry. He has worked in the communication industry earlier and carries with him deep insights of multiple industries. He is a sought after speaker at various industry and HR forums for his views on the future of the industry.

As on date he does not hold any shares in the Company.

Directorships including the Company	Committee Memberships
Balaji Telefilms Limited	Chairman - Remuneration Committee
Balaji Motion Pictures Limited	Chairman - Remuneration Committee

#### 5. Mr. D. K. Vasal

Date of Birth: 04.01.1956

Date of First Appointment: 15.05.2014

Qualification: LLB, DLL, CAIIB

He has over 30 years of experience in both service and manufacturing industry. He was a Senior Equity Partner in one of the leading law firms of the country, Group Legal Counsel of Vedanta Plc, Sterlite Group; Head of Legal (India Region) Standard Chartered Bank, Senior Advisor of Bank of Baroda; Executive Vice President and Head Legal & Compliance of DCB Bank Ltd; Head Legal – new generation private sector bank (now HDFC Bank). He has been involved in many crucial and path breaking roles.

As on date he does not hold any shares in the Company.

Directorships including the Company	Committee Memberships
Balaji Telefilms Limited	Audit Committee Nomination & Remuneration Committee Stakeholders' Relationship Committee
Balaji Motion Pictures Limited	Audit Committee Nomination & Remuneration Committee