

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.: 40698000 • Fax : 40698181 / 82 / 83
Website : www.balajitelefilms.com • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



August 17, 2023

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 29th Annual General Meeting for the financial year 2022-23 held on August 17, 2023

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the proceedings of the 29th Annual General Meeting (AGM) of the Company, held today i.e. Thursday, August 17, 2023 through Video Conferencing/Other Audio-Visual Means. The Meeting commenced at 03:00 P.M. (IST) and concluded at 03:54 P.M. (IST) (including the Insta-poll).

The result of the matters that were put to vote, as required under Regulation 44(3) of the Listing Regulations will be submitted separately.

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

Thanking You.

Yours truly,

For Balaji Telefilms Limited

Tannu Sharma
Company Secretary & Compliance Officer
Membership No.: ACS 30622

**PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING (AGM) OF BALAJI
TELEFILMS LIMITED**

1. Date, Time and Venue of the AGM:

The AGM was held on Thursday, August 17, 2023 at 03.00 pm IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

2. Brief details of items deliberated:

- Ms. Tannu Sharma, Company Secretary & Compliance Officer commended the AGM proceedings by addressing the shareholders.
- Mr. Jeetendra Kapoor -Chairman of the Company, chaired the AGM.
- The following Directors were present at the e-AGM through Video Conference/ Other Audio-Visual Means from their respective locations:
 1. Mr. Jeetendra Kapoor, Chairman & Non-Executive Director;
 2. Mrs. Shobha Kapoor, Managing Director;
 3. Mr. D.G. Rajan, Independent Director;
 4. Mr. Arun Kumar Paurwar, Independent Director;
 5. Mr. Pradeep Sarda, Independent Director.

Ms. Ektaa R. Kapoor, Joint Managing Director, Ms. Jyoti Deshpande and Ms. Priyanka Chaudhary, Non-Executive Directors, Mr. D. K. Vasal and Ms. Archana Hingorani, Independent Directors expressed their inability to attend today's AGM.

Mr. Sanjay Dwivedi, Group Chief Operating Officer & Group Chief Financial Officer attended the meeting from Mumbai.

Further, Authorized Representatives of Statutory Auditors & Secretarial Auditors and Scrutinizer were also present at the Meeting through VC.

- The Members were 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.
- Ms. Tannu Sharma, Company Secretary, explained the general instructions to the Members who had joined the meeting.
- The requisite quorum being present, the AGM was called to order.
- At the request of Ms. Sharma, all the Directors present introduced themselves one by one.
- 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. Sanjay Dwivedi addressed the queries of those Members who had sent the same via e-mail to the Company.

- Mr. Jeetendra Kapoor addressed the Members by delivering part of the Chairman's speech, and requested Mr. Sanjay Dwivedi to deliver the remaining Chairman's Speech, on his behalf.
- Ms. Tannu Sharma informed that the Members that requisite documents i.e. Statutory Registers, relevant documents referred to in the Notice of AGM and the Explanatory Statement and Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were made available for inspection.
- The Notice convening the 29th 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 the non-compliance w.r.t. composition of Board not being in compliance with Regulation 17(1) of the Listing Regulations, for the period from May 20, 2022 till September 12, 2022. The shareholders were informed that the said default has been regularized and the Company is in compliance with the said Regulations w.e.f. the closing of business hours of September 12, 2022. Thereafter, the Secretarial Audit Report for the year ended March 31, 2023 was taken as read.
- Ms. Sharma 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 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 Kfin Technologies Limited, Registrar & Share Transfer Agent. The results would also be uploaded on the website of the Company at www.balajitelefilms.com.
- The following items of business as set out in the Notice convening the AGM were put for shareholders consideration and approval:

Ordinary Business

- i) Consideration and adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 and the report of Auditors thereon;
- ii) Appointment of a Director in place of Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, seeks re-appointment;

Special Business

- i) Re-appointment of Mrs. Shobha Kapoor (DIN: 00005124), as the Managing Director of the Company and fixation of terms of appointment;
- ii) Re-appointment of Ms. Ekta R. Kapoor (DIN: 00005093), as the Joint Managing Director of the Company and fixation of terms of appointment;
- iii) Payment of Commission to Non-Executive Directors of the Company.

The details required under Regulation 30 of the Listing Regulations read with SEBI Circular dated July 13, 2023 w.r.t. Director(s) seeking reappointment 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 Instapoll 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 15 minutes after the closure of the meeting.

4. Result of the Meeting:

The detailed voting results 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 17, 2023.

Annexure for Item No. 3: Re-appointment of Mrs. Shobha Kapoor as the Managing Director of the Company.

Particulars	Details
Reason for change viz. appointment, re-appointment or otherwise	Re-appointment
Date of appointment & term of appointment	As the tenure of Mrs. Shobha Kapoor as the Managing Director of the Company is expiring on November 09, 2023, shareholders' approval was sought to re-appoint her as the Managing Director for a period of 5 years w.e.f. November 10, 2023 till November 09, 2028, on such terms and conditions as mentioned in the AGM Notice along with Explanatory Statement thereto.
Brief profile	Mrs. Shobha Kapoor has been in charge of Company's operational management and efficiency and in controlling 'on set' activity. She has won a number of prestigious awards including CEO of the Year (Indian Telly Awards), Businesswoman of the Year (The Economic Times) and numerous Best Producer awards for various TV shows produced by our Company.
Disclosure of relationship between Directors	Wife of Mr. Jeetendra Kapoor and mother of Ms. Ektaa R. Kapoor

**Annexure for Item No. 4: Re-appointment of Ms. Ektaa R. Kapoor as the
Joint Managing Director of the Company.**

Particulars	Details
Reason for change viz. appointment, re-appointment or otherwise	Re-appointment
Date of appointment & term of appointment	As the tenure of Ms. Ektaa R. Kapoor as the Joint Managing Director of the Company is expiring on November 9, 2023, shareholders' approval was sought to re-appoint her as the Joint Managing Director for a period of 5 years w.e.f. November 10, 2023 till November 9, 2028, on such terms and conditions as mentioned in the AGM Notice along with Explanatory Statement thereto.
Brief profile	Ms. Ektaa R. Kapoor undertakes the day-to-day creative direction of TV shows and movies produced by our Company. She has won a number of prestigious awards, including the Economic Times (Businesswoman of the Year 2002), Ernst & Young (Entrepreneur of the Year 2001) and the American Biographical Institute (Woman of the Year 2001). She was also placed at the first position among the '50 Most Influential Women' in the Indian marketing, advertising and media ecosystems by IMPACT magazine in 2016. She also featured in Top 50 powerful women in India by Fortune India in the year 2014 and 2015. Ms. Ektaa R. Kapoor has also won numerous prestigious awards in the year 2017 as Business Today's Most Powerful Women in Indian Business Awards, Khaas Rishta Award 2017, 25 Most Powerful Women in India Business, ITA Awards as Sterling Icon of Entertainment, Variety's (500 Most Influential people in the world), was awarded with IWM (IndianWikiMedia) Digital Awards as Web Person of the year and also honored with FLO Icon Award at the 34 th Annual session of FICCI (Federation of Indian Chambers of Commerce and Industry) Ladies Organization. Recently she was also awarded as the Content Creator at Economic Times Business icon awards of the year, Content Powerhouse at ET Edge Maharashtra Awards, 'Icon of Excellence' at Forbes Tycoons of Tomorrow Awards, Outlook Speakout Awards for her outstanding achievements in the television and film industries and Most Powerful Business Women by Fortune 50-Most Powerful Women in Business Awards. In the year 2020, she has also won Padma Shri Award. In the year 2021, she won Hall of Fame Award at Indian Television Awards and Industry Leadership Award at Midday Hitlist OTT Awards. In 2023, she was awarded with 'Entertainment Personality of the Year' at DNA Women Achievers Award & she was the only Indian to feature in the Hollywood Reporters "The 40 Most Influential Women In International Film List".
Disclosure of relationship between Directors	Daughter Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor