



BALAJI MOTION PICTURES LIMITED

Regd. Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra.

CIN: U22300MH2007PLC168515 **Tel No:** +91-022-40698000 **Fax No:** +91-022-40698181/82/83

Website: www.balajitelefilms.com

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting of the Members of Balaji Motion Pictures Limited will be held on **Thursday, August 18, 2022 at 10:00 a.m.** at 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 - 400053, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of Board of Directors and Auditors thereon;

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors Report thereon as circulated to the Members, be and hereby approved and adopted."

2. To appoint a Director in place of Mr. D.G. Rajan (DIN: 00303060), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Mr. D.G. Rajan (DIN: 00303060) who retires by rotation at this Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To appoint Statutory Auditors of the Company for a period of five years and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration no. 117366W/ W-100018), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as the Statutory Auditors of the Company for a period of five years to hold office from the conclusion of 16th Annual General Meeting up to the conclusion of the 21st Annual General Meeting of the Company, at such remuneration plus service tax, out-of-pocket and travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai-400 053,
Maharashtra
CIN: U22300MH2007PLC168515

Place: Mumbai

Date: May 20, 2022

By order of the Board of Directors
For Balaji Motion Pictures Limited



Jeetendra Kapoor
Jeetendra Kapoor
Chairman
DIN: 00005345

NOTES:

1. The Company is conducting the Annual General Meeting (AGM) with physical presence of the Members and therefore the Company is not required to comply with Ministry of Corporate Affairs General circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 5, 2022 (hereinafter referred to as “MCA Circulars”). Accordingly, Company is not providing any e-voting facility to the members.
2. The relevant details of the Directors seeking re-appointment under Item No. 2 pursuant to Secretarial Standard-2 on General Meetings are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM), pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Attendance slip, proxy form and the route map of the Venue of the Meeting are annexed hereto. Members/Proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, August 12, 2022 to Thursday, August 18, 2022** (both days inclusive).
7. Relevant documents referred to in the accompanying Notice shall be open for inspection without any fees by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to and including the date of the Meeting.

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Place: Mumbai

Date: May 20, 2022

By order of the Board of Directors
For Balaji Motion Pictures Limited



Jeetendra Kapoor
Jeetendra Kapoor
Chairman

DIN: 00005345

ANNEXURE

Details of Directors Retiring by Rotation / Seeking Appointment and Re-appointment at the forthcoming Annual General Meeting

[Pursuant to Secretarial Standard- 2 on General Meetings]

Mr. Duraiswamy Gunaseela Rajan	
Age	81 years
Qualification	Chartered Accountant
Experience	50+ experience in International & Domestic Finance and Direct & Indirect Taxation. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	<ul style="list-style-type: none"> • Liable to retire by rotation; • To adhere as provided under Section 166 of the Act; • Abide by the Code of Conduct devised by the Company.
Remuneration last drawn (including sitting fees, if any)	Rs. 6,00,000/-
Date of first appointment on the Board	July 19, 2010
Shareholding in the Company as on March 31, 2022	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any other Director/ Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2021-22	4
Directorships of other Boards as on March 31, 2022	<ul style="list-style-type: none"> • Lottee India Corporation Limited • IFGL Refractories Limited • Rubfila Intenational Limited • Digjam Limited • ALT Digital Media Entertainment Limited • Balaji Motion Pictures Limited • Havmor Ice Cream Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2022	<p><u>Lottee India Corporation Limited:</u></p> <ul style="list-style-type: none"> a) Audit Committee (Chairman) b) Nomination & Remuneration Committee (Chairman) c) Corporate Social Responsibility Committee (Chairman) d) Stakeholder Relationship Committee (Member) <p><u>IFGL Refractories Limited:</u></p> <ul style="list-style-type: none"> a) Audit Committee (Chairman) b) Nomination & Remuneration Committee (Chairman) <p><u>Rubfila International Limited:</u></p> <ul style="list-style-type: none"> a) Audit Committee (Chairman)

Digjam Limited

- a) Audit Committee (Chairman)

Alt Digital Media Entertainment Limited:

- a) Audit Committee (Chairman)
- b) Nomination & Remuneration Committee (Member)
- c) Corporate Social Responsibility Committee (Member)



ATTENDANCE SLIP
BALAJI MOTION PICTURES LIMITED

CIN: U22300MH2007PLC168515

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PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL

Joint shareholders may obtain Additional Slip at the Venue of the Meeting.

Name & Address of the Shareholder:			
DP Id*		No. of shares	
Client Id*			

I hereby record my presence at the **16th Annual General Meeting** of the Members of the Company held on Thursday, August 18, 2022 at 10:00 a.m. at 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 - 400053, Maharashtra.

Signature of Member / Proxy

-x-

-x-

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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:		Client Id:	
Address of the Member:		DP Id:	
E-mail Id:			

I/We being the member(s) of Balaji Motion Pictures Limited holding _____ shares, hereby appoint

1) Name: _____ E-mail Id: _____ Address:

Signature _____
_____, or failing him/her

2) Name: _____ E-mail Id: _____ Address:

Signature _____
_____, or failing him/her

3) Name: _____ E-mail Id: _____ Address:

Signature _____
_____, or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the **16th Annual General Meeting** of the members of the Company, to be held on Thursday, August 18, 2022 at 10:00 a.m. at 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 - 400053, Maharashtra, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolution	For*	Against*
1.	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. D.G. Rajan (DIN: 00303060), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of five years and to fix their remuneration		

Signed this _____ day of _____ 2022.

Signature of Member(s) _____

<p style="text-align: center;">Affix a Revenue Stamp</p>
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ROUTE MAP

Landmark: Balaji House, Opp. Laxmi Industrial Estate

