

Balaji Motion Pictures 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.: U22300MH2007PLC168515



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 1st Extra Ordinary General Meeting of the Members of Balaji Motion Pictures Limited will be held at a shorter notice on **Friday, May 31, 2024, at 11.00 a.m.** at the registered office situated at C-13, Balaji House, Dalia Industrial Estate, Opposite Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400053, Maharashtra to transact the following business(es):

SPECIAL BUSINESS:

ITEM NO. 1: TO MAKE INVESTMENT, GIVE LOAN, GURANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the relevant provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to (i) give any loan to any person or other Body Corporate; or (ii) give any guarantee or provide any security in connection with a loan to any person or other Body Corporate; and (iii) acquire by way of subscription, purchase or otherwise, the securities of, any other Body Corporate, in excess of limits prescribed under Section 186 of Companies Act, 2013 (*which is 60% of the paid-up share capital, free reserves and securities premium account OR 100% of the free reserves and securities premium account, whichever is higher*) but subject to a maximum limit of Rs. 5 Crore (Rupees Five Crore Only) at any one time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as they may deem fit in the interest of the Company, to take all such actions and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and such investments, loans, guarantees and provisions of security and generally to do all such acts, deeds, and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400053, Maharashtra.
CIN: U74120MH2011PTC220971

By order of the Board of Directors Balaji Motion Pictures Limited

JEETENDRA
AMARNATH
KAPOOR

Digitally signed by
JEETENDRA AMARNATH
KAPOOR
Date: 2024.05.30 16:12:25
+05'30'

**Jeetendra Kapoor
Chairman
DIN: 00005345**

Place: Mumbai

Date: May 30, 2024

NOTES:

1. The Company is conducting the Extra - Ordinary General Meeting (EGM) with physical presence of the Members and therefore the Company is not required to comply with Ministry of Corporate Affairs General Circular Nos. 14/2020, 17/2020, 09/2023 dated April 8, 2020, April 13, 2020 and September 25, 2023 (hereinafter referred to as "MCA Circulars"). Accordingly, Company is not providing any e-voting facility to the members.
2. The meeting is proposed to be held at a shorter notice and therefore as per the provisions of Section 101 of the Companies Act, 2013 and rules made thereunder, it requires the consent for such meeting from majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the Company. Accordingly, Members are requested to provide their consent for short notice by sending the signed copy of the draft format attached herewith.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra-Ordinary General Meeting (EGM) is annexed hereto.
4. **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 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, 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.
5. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (EGM), 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.
6. 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.

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Andheri (West), Mumbai - 400053, Maharashtra.
CIN: U74120MH2011PTC220971

Place: Mumbai

Date: May 30, 2024

By order of the Board of Directors

For Balaji Motion Pictures Limited

JEETENDRA
JEETENDRA
AMARNATH
AMARNATH KAPOOR
KAPOOR
Date: 2024.05.30
16:14:15 +05'30'

Jeetendra Kapoor

Chairman

DIN: 00005345

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

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 during business hours up to and including the date of the Meeting.

ITEM NO. 1

As per provisions of Section 186 of the Companies Act, 2013, prior approval of the Members of the Company by way of Special Resolution is required for giving any loan, guarantee or to provide any security in connection with a loan to any other person or body corporate and/or to acquire securities by way of subscription, purchase or otherwise in excess of the limits specified under the said section, i.e. 60% of the paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

The Company may be required to advance loan or provide guarantee to any person or body corporate or make investments by acquiring securities by way of purchase or subscription or otherwise in future, if required, from time-to-time. Considering the current financial position and negative net worth of the Company, it is proposed to seek shareholders’ approval for giving any such loan or guarantee or providing security to body corporate or any other person and to invest funds in excess of the limits stipulated in the said Section.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

The Board recommends the Resolution as set out in the Item No. 1 of the accompanying Notice for the approval by the Members of the Company by means of Special Resolution.

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CIN No.: U22300MH2007PLC168515



BALAJI MOTION PICTURES LIMITED

CIN: U22300MH2007PLC168515

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053, Maharashtra.

Tel No: +91-022-4069800 **Fax No:** +91-022-40698181/82.

ATTENDANCE SLIP

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 **Extra Ordinary General Meeting** of the Members of the Company convened at a shorter notice on **Friday, May 31, 2024, at 11.00 a.m.** at the registered office situated at C-13, Balaji House, Dalia Industrial Estate, Opposite Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400053, Maharashtra

Signature of Member / Proxy



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Tel No: +91-022-4069800 **Fax No:** +91-022-40698181/82.

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 _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **1st Extra Ordinary General Meeting** for Financial Year 2024-25 of the members of the Company, to be held on **Friday, May 31, 2024 at 11:00 a.m.** at the registered office situated at C-13, Balaji House, Dalia Industrial Estate, Opposite Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai-400053, Maharashtra, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Item. No.	Resolution	For	Against
1.	TO MAKE INVESTMENT, GIVE LOAN, GURANTEES AND PROVIDE SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013		

Affix a
Revenue
Stamp

Signature of Member(s) _____

ROUTE MAP

Landmark: Balaji House, Laxmi Industrial Estate



