

Balaji Motion Pictures Ltd.

C-13 Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053
Tel.: 022 40698000 • Fax: 40698181 / 82 / 83
Website: www.balajitelefilms.com • Email: investor@balajitelefilms.com
CIN No U22300MH2007PLC168515



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the Members of Balaji Motion Pictures Limited will be held on **Thursday, August 17, 2023 at 12:30 p.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, 2023 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, 2023, 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 Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, seeks 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), Mrs. Shobha Kapoor (DIN: 00005124) who retires by rotation at this Meeting and being eligible seeks re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. Related Party Transaction neither at Arm's Length Basis nor in the Ordinary Course of Business.

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

"RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of Companies Act, 2013, if any and rules made thereunder (including any statutory modification(s) or re-enactment thereof for time being in force), the consent of the Members be and is hereby accorded to use the premises let out by Balaji Telefilms Limited ("Holding Company") as Registered Office of the Company, without payment of any rent thereof, on ongoing basis.

RESOLVED FURTHER that premises shall be used by the Company as its Registered Office only."

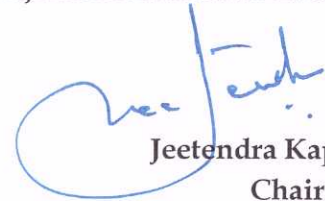
Regd. Office:

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 30, 2023

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



Jeetendra Kapoor
Chairman

DIN: 00005345

NOTES:

1. The Company is conducting the Annual General Meeting with physical presence of the Members and therefore the Company is not required to comply with Ministry of Corporate Affairs General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, May 05, 2022 and December 28, 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 Director seeking re-appointment under Item No. 2 pursuant to Secretarial Standard-2 on General Meetings are given as **Annexure** to this Notice.
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 11, 2023 to Thursday, August 17, 2023** (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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By order of the Board of Directors
For Balaji Motion Pictures Limited



Jeetendra Kapoor
Chairman

DIN: 00005345

ANNEXURE TO THE NOTICE

ITEM NO. 2:

**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]

Mrs. Shobha Kapoor	
Age	74 years
Qualification	Undergraduate
Experience	29 years of experience in Media and Entertainment industry. Please refer website: http://www.balajitelefilms.com/board-of-directors.php 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 Companies Act, 2013;• Abide by the Code of Conduct devised by the Company.
Remuneration last drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2023	1 Equity Share of Rs. 10/- each jointly with Balaji Telefilms Limited
Relationship with other Directors/ Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor, Mother of Ms. Ektaa R. Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2022-23	4 (Four)
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none">• Balaji Telefilms Limited• Marinating Films Private Limited• Ding Infinity Private Limited• Shri Navnidhi Developers Private Limited• Balaji Teleproducts Limited• Pantheon Buildcon Private Limited• Balaji Films & Telly Investment Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2023	<ul style="list-style-type: none">• <u>Balaji Telefilms Limited:</u><ul style="list-style-type: none">- Stakeholders' Relationship Committee (Member)- Corporate Social Responsibility Committee (Member)- Risk Management Committee (Chairperson)

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:

ITEM NO. 3:

The Members are informed that the Company is using the premises let out to it by Balaji Telefilms Limited ("Holding Company") as its Registered Office without payment of any rent on on-going basis, in order to curtail expenses and maximize profits of the Company. This is a Related Party Transaction which is neither at the arm's length basis nor in the Ordinary course of business.

In terms of provision of Section 188 of Companies Act, 2013, the matter was placed for Board's perusal and seeking approval thereof. However, the matter could not be passed for want of quorum, as Mr. Jeetendra Kapoor, Mrs. Shobha Ravi Kapoor and Ms. Ektaa R. Kapoor were deemed interested in the said transaction by virtue of their shareholding in Balaji Telefilms Limited. Hence, approval of the Members by way of Ordinary resolutions is sought for the aforesaid transaction.

Save and except the above, none of the Director or their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

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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 **17th Annual General Meeting** of the Members of the Company held on Thursday, August 17, 2023 at 12:30 p.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

✂

✂

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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 **17th Annual General Meeting** of the members of the Company, to be held on Thursday, August 17, 2023 at 12:30 p.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, 2023 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Shobha Ravi Kapoor (DIN: 00005124), who retires by rotation and being eligible, offers herself for re-appointment		
3.	Related Party Transaction neither at Arm's Length Basis nor in the Ordinary Course of Business.		

Signed this _____ day of _____ 2023.

Signature of Member(s) _____

Affix a
Revenue
Stamp

***NOTES:**

1. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote at the Meeting in the manner he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
3. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he/she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated invalid.

ROUTE MAP

Landmark: Balaji House, Opp. Laxmi Industrial Estate

