

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
CIN No. : L99999MH1994PLC082802



July 14, 2020

To,

BSE Limited.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Stock Code: 532382

National Stock Exchange of India Ltd.

“Exchange Plaza “,

Bandra-Kurla Complex, Bandra (East),

Mumbai - 400 051

Stock Code: BALAJITELE

Sub: **Submission of Compliance Report on Corporate Governance for the quarter ended June 30, 2020.**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Compliance Report on Corporate Governance of Balaji Telefilms Limited, for the quarter ended June 30, 2020.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head Secretarial

Membership No- A23360

Encl: - a/a

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Balaji Telefilms Limited**
2. Quarter ending – **June 30, 2020**

I. *Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Director	DIN & PAN	Category (Chairman/ Executive/Non-Executive/ Independent/Noninee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Jeetendra Kapoor	00005345 AAEPK1526B	Non-Executive-Non-Independent Chairman	01-02-2000	31-08-2018	-	N.A.	13-04-1942	1	0	2	1
Mrs.	Shobha Kapoor	00005124 AAEPK1531E	Executive Director	10-11-1994	10-11-2018	-	N.A.	01-02-1949	1	0	1	0
Ms.	Ekta Kapoor	00005093 ABOPK8722G	Executive Director	10-11-1994	10-11-2018	-	N.A.	07-06-1975	1	0	1	0
Mr.	Duraiswamy Gunaseela Rajan	00303060 ADJPR0554N	Non-Executive-Independent-Director	19-07-2010	01-04-2019	-	15 months	10-01-1941	3	3	5	4
Mr.	Pradeep Kumar Sarda	00021405 AAJPS0709H	Non-Executive-Independent-Director	17-05-2004	01-04-2019	-	15 months	23-08-1955	2	1	3	1
Mr.	Ashutosh Khanna	03153990 AENPK8162Q	Non-Executive-Independent-Director	27-08-2010	01-04-2019	-	15 months	23-07-1966	1	1	0	0

Mr.	Devender Kumar Vasal	06858991 AABPV9185E	Non-Executive-Independent-Director	15-05-2014	15-05-2019	-	14 months	04-01-1956	2	2	5	0
Mr.	Virendra Babubhai Dalal	00247971 AAGPD5056R	Non-Executive-Independent-Director	12-08-2014	31-08-2015	-	58 months	14-03-1945	1	1	2	0
Mr.	Arun Kumar Purwar	00026383 ADXPP9783F	Non-Executive-Independent-Director	20-05-2015	31-08-2015	-	58 months	14-05-1946	4	4	3	2
Mr.	Anshuman Thakur	03279460 ABRPT5393H	Non-Executive Non-Independent-Director	01-09-2017	-	-	N.A.	15-07-1977	1	0	1	0
Ms.	Jyoti Deshpande	02303283 ATQPD4524P	Non-Executive Non-Independent-Director	23-03-2018	-	-	N.A.	16-12-1970	3	0	0	0
Mr.	Ramesh Sippy	00652881 AAIPS0171L	Non-Executive Non-Independent-Director	01-09-2019	-	-	N.A.	23-11-1943	1	0	0	0

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to Managing Director or CEO- Yes

***Note:** Since the Company falls under top 1000 listed entities as per market capitalization, it was required to appoint at least one independent woman director by April 01, 2020 as per Regulation 17 (1) (a) of SEBI (LODR) Regulations, 2015. However, the Company has not appointed any independent woman director yet as we are still searching for right candidate.

II. Composition of Committees				
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Duraiswamy Gunaseela Rajan	Chairman - Non-Executive - Independent Director	19-07-2010	-
	Jeetendra Kapoor	Member - Non-Executive - Non-Independent Director	17-07-2000	-
	Devender Kumar Vasal	Member - Non-Executive - Independent Director	15-05-2014	-

	Virendra Babubhai Dalal	Member - Non-Executive - Independent Director	12-08-2014	-	
	Pradeep Kumar Sarda	Member - Non-Executive - Independent Director	17-05-2004	-	
Whether Regular chairperson appointed - Yes					
2. Nomination and Remuneration Committee	Ashutosh Khanna	Chairman - Non-Executive - Independent Director	27-08-2010	-	
	Jeetendra Kapoor	Member - Non-Executive - Non - Independent Director	30-01-2003	-	
	Devender Kumar Vasal	Member - Non-Executive - Independent Director	15-05-2014	-	
	Pradeep Kumar Sarda	Member - Non - Executive - Independent Director	27-07-2006	-	
Whether Regular chairperson appointed - Yes					
3. Stakeholders Relationship Committee	Jeetendra Kapoor	Chairman - Non-Executive-Non-Independent Director	12-12-2000	-	
	Shobha Kapoor	Member - Executive Director- Non-Independent Director	12-12-2000	-	
	Ekta Kapoor	Member - Executive Director- Non-Independent Director	12-12-2000	-	
	Devender Kumar Vasal	Member - Non - Executive-Independent Director	15-05-2014	-	
Whether Regular chairperson appointed - Yes					
4. Risk Management Committee	Not Applicable				
5. Corporate Social Responsibility Committee	Jeetendra Kapoor	Chairman - Non-Executive Non-Independent Director	15-05-2014	-	
	Duraiswamy Gunaseela Rajan	Member - Non - Executive - Independent Director	15-05-2014	-	
	Shobha Kapoor	Member - Executive Director - Non - Independent Director	15-05-2014	-	
	Ashutosh Khanna	Member - Non - Executive-Independent Director	15-05-2014	-	
Whether Regular chairperson appointed - Yes					
III. Meeting of Board of Directors					
Date(s) of meeting (if any) in the previous quarter	*Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two-consecutive meetings (in number of days)
12-02-2020	-	-	-	-	-

***Note:** No meeting was held in June quarter due to extension of time granted vide SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 for submission of financial results under Regulation 33 of the LODR Regulations for the quarter/ half year/ financial year ending March 31, 2020.

IV. Meeting of Committees - Audit Committee

Date(s) of meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	*Date(s) of meeting of the Committee (if any) in the previous quarter	Maximum gap between any two-consecutive meetings (in number of days)
12-02-2020	-	-	-	-	-

***Note:** No meeting was held in June quarter due to extension of time granted vide SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/106 dated June 24, 2020 for submission of financial results under Regulation 33 of the LODR Regulations for the quarter/ half year/ financial year ending March 31, 2020.

V. Related Party Transactions

Subject	Compliance Status
Whether prior approval of Audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations:

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **No**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 Audit Committee- **Yes**
 Nomination & Remuneration Committee- **Yes**
 Stakeholders Relationship Committee- **Yes**
 Risk Management Committee- **Not Applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-- **Yes**
- This report and /or report submitted in the previous quarter has been placed before Board of Directors- **No**
 There were no comments/observations/advice of Board of Directors on the aforesaid report.

Name & Designation: Simmi Singh Bisht
Group Head Secretarial

Date: July 14, 2020