

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



September 08, 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: Notice of AGM along with Annual Report of Balaji Telefilms Limited for the financial year 2019-20.

Dear Sir/Madam,

In continuation to our letter dated August 29, 2020 and in terms of Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of AGM along with Annual Report of Balaji Telefilms Limited for the financial year 2019-20 which have been sent through electronic mode to all the Members of the Company who have registered their e-mail address with the Company/Depository Participant(s).

The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.balajitelefilms.com and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL i.e. www.evoting.nsdl.com respectively.

Kindly take the same on record.

Thanking You.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht
Group Head Secretarial
Membership No: A23360

Notice of the Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Wednesday, September 30, 2020 at 03:00 P.M. IST (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra.

ORDINARY BUSINESS:

- To consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020 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, 2020 and the report of Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

(a) **"RESOLVED** that the Audited Statement of Profit and Loss for the financial year ended March 31, 2020, the Balance Sheet as on that date, the Report of Board of Directors and the Auditors' Report thereon as circulated to the Members be considered and adopted."

(b) **"RESOLVED** that the Audited Consolidated Financial Statements for the financial year ended March 31, 2020, and the Auditors' Report thereon as circulated to the Members be considered and adopted."

- To appoint a Director in place of Mr. Jeetendra Kapoor (DIN:00005345), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation at this meeting and, being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company."

SPECIAL BUSINESS:

- Continuation of Directorship of Mr. Arun Kumar Purwar (DIN: 00026383) as Non-Executive Independent Director of the Company.**

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

"RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Mr. Arun Kumar Purwar (DIN: 00026383), as Non-Executive Independent Director of the Company who shall attain the age of 75 years on May 14, 2021, during his term as a Non-Executive Independent Director.

RESOLVED FURTHER that to give effect to this appointment, Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial of the Company be and hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution."

- Appointment of Dr. Archana Hingorani (DIN: 00028037) as Non-Executive Independent Director of the Company**

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

"RESOLVED that in accordance with the provisions of Section 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s), amendment(s) thereto or re-enactment thereof for the time being in force), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (LODR) and other applicable regulations of LODR as amended from time to time), Dr. Archana Hingorani



(DIN:00028037) who was appointed as Additional Director (Non-Executive Independent) with effect from August 28, 2020 who holds office upto the date of this Annual General Meeting in terms of Section 160(1) of the Act and Article 117 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a term of 5 consecutive

years with effect from August 28, 2020, and is not liable to retire by rotation.

RESOLVED FURTHER that to give effect to this appointment Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or desirable to give effect to the aforementioned resolution including filing of necessary forms with Registrar of Companies and to issue appointment Letter for and on behalf of the Company.”

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400053, Maharashtra
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

By order of the Board of Directors
For **Balaji Telefilms Limited**

Sd/-

Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

Place: Mumbai

Date: July 22, 2020

NOTES:

- In view of the massive outbreak of Covid-19 pandemic, social distancing is a norm to be followed and pursuant to the Ministry of Corporate Affairs (“MCA”) General circulars dated April 8, 2020, April 13, 2020 and May 05, 2020 (hereinafter referred to as “MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange of India and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), physical attendance of the Members to the AGM venue is not required and hence the 26th AGM of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). The deemed venue for the AGM shall be the Registered Office of the Company.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
- Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting in respect of the Directors seeking re-appointment at the AGM are provided in the Annexure to the Notice.
- Since the AGM is being conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the 26th AGM through VC/ OAVM and cast their votes through e-voting.
- Pursuant to Section 113 of the Companies Act, 2013, Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly

- authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on vijay.yadav@avsassociates.co.in or evoting@nsdl.co.in.
6. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address are registered with the Company or the Depository Participant(s).
 7. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.balajitelefilms.com and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
 8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2020 to Wednesday, September 30, 2020 (both days inclusive).
 9. Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company is being implemented in accordance with, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and other statutory Registers are required to email to investor@balajitelefilms.com.
 10. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Private Limited (KFinTech), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
 11. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialised from April 01, 2019. In order to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
 12. The Board of Directors, at their meeting held on July 22, 2020 has appointed Mr. Vijay Yadav, Practicing Company Secretary (Membership No. 39251), as scrutinizer for conducting the e-voting process in a fair and transparent manner.
 13. The Results shall be declared on or after the AGM of the Company. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Ltd. within 48 hours of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www.balajitelefilms.com and on Registrar and Transfer Agent's website at www.kfintech.com.
 14. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.
 15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Tuesday, September 22, 2020, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the Meeting (remote e-voting). The remote e-voting period will commence from Saturday, September 26, 2020 (09.00 a.m. IST) and will end at on Tuesday, September 29, 2020 (05.00 p.m. IST). The remoting e-voting module shall be disabled for voting thereafter. Such remote e-voting facility is in addition to voting system that will be made available during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com>.
 16. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off



date, Tuesday, September 22, 2020. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Tuesday, September 22, 2020 should treat this notice for information purpose only.

17. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Annual General Meeting and holds shares as on the cut-off date, Tuesday, September 22, 2020, may obtain the login ID and password by sending a request at investor@balajitelefilms.com.
18. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on August 30, 2019 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://ris.kfintech.com/services/IEPF/IEPFInfo.aspx?q=QQ8HMfJOUy4%3d>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
19. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date, i.e. October 11, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company at www.balajitelefilms.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
20. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on September 03, 2020 shall be transferred by the Company to

Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website at www.balajitelefilms.com. No claim shall lie against the Company in respect of these Equity Shares post their transfer to IEPF. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members/Investors are advised to visit the web-link: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFinTech for lodging claim for refund of shares and/or dividend from the IEPF Authority.

21. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to KFin Technologies Pvt. Ltd / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

GENERAL INSTRUCTIONS:

1. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The transcript of the meeting, shall be made available as soon as possible on the website of the Company at www.balajitelefilms.com
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by NSDL.
4. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on September 26, 2020 at 09:00 A.M. and ends on September 29, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 - Select "EVEN" of company for which you wish to cast your vote.
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vijay.yadav@avsassociates.co.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in/ pallavid@nsdl.co.in or contact Mrs. Simmi Singh Bisht, Group Head Secretarial at investor@balajitelefilms.com or call on +91-022-40698000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@balajitelefilms.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@balajitelefilms.com
3. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop



connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to raise any queries/questions may send the same from their registered

email address mentioning their name, DP ID and Client ID / folio number at company's email ID investor@balajitelefims.com at least three days prior to the date of AGM. The questions will be suitably replied by the company.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra
CIN: L99999MH1994PLC082802
Email: investor@balajitelefims.com
Website: www.balajitelefims.com

Place: Mumbai
Date: July 22, 2020

By order of the Board of Directors
For **Balaji Telefilms Limited**

Sd/-
Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

Explanatory Statement

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 under Item No. 3 to 4 of the accompanying Notice:

Item No. 3

Mr. Arun Kumar Purwar, Non-Executive Independent Director will attain the age of 75 years on May 14, 2021 and hence his continuation of Directorship as a Non-Executive Director w.e.f. May 14, 2021, requires the approval of Members by way of a special resolution, pursuant to Regulation 17(1A) of the Listing Regulations.

The Board based on the performance evaluation of Mr. Arun Kumar Purwar considers that given his background, experience and contributions made by him during his tenure, the continued association of Mr. Arun Kumar Purwar would be beneficial to the Company.

Further details of Mr. Arun Kumar Purwar have been given in the Annexure to this Notice.

The other relatives of Mr. Arun Kumar Purwar may be deemed to be interested in the resolution set out at Item No. 3 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends the Resolution as set out in the Item No. 3 of the accompanying Notice for the approval by the Members of the Company.

Item No 4:

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had appointed Dr. Archana Hingorani (DIN: 00028037) as an Additional Director (Non-Executive Independent) of the Company with effect from August 28, 2020. As per the provisions of Section 161(1) of the Companies Act, 2013 ('Act'), she holds office till the date of this Annual General Meeting and is eligible for appointment as an Independent Director for a term of 5 (five) consecutive

years. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of an Independent Director.

Dr. Archana Hingorani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration of Independence from her and in the opinion of the Board she meets with the criteria of independence specified under Section 149(6) read with Schedule IV of the Act and under the Listing Regulation and is Independent of the management.

Further, brief profile and other details of Dr. Archana Hingorani forms part of the Annexure to the Notice. The Board considers that background and experience of Dr. Archana Hingorani will be beneficial to the Company and it is desirable to avail her services as an Independent Director.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment for Independent Directors setting out the terms and conditions of appointment is available for inspection by the Members on the website of the Company.

Dr. Archana Hingorani is interested in the resolution set out at Item No. 4 of the Notice with regard to her re-appointment. The relatives of her may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out in the Item No. 4 of the accompanying Notice for the approval by the Members of the Company.



ANNEXURE:

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

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Mr. Jeetendra Kapoor	
Age	78 Years
Qualification	Graduate
Experience	45+ years of experience in Film Industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jeetendra Kapoor who was re-appointed as Non-Executive Director in Annual General Meeting held on August 31, 2018 is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 80,16,149/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	January 23, 2004
Shareholding in the Company as on March 31, 2020	32,60,522 Equity Shares of Face value Rs. 2/- each
Relationship with other Directors/Key Managerial Personnel	Spouse of Mrs. Shobha Kapoor, and Father of Ms. Ekta Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2019-20	4
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> • Balaji Motion Pictures Limited • Balaji Teleproducts Limited • Shri Navnidhi Developers Private Limited • Ekta K. Securities & Investment Private Limited • Perisos Media Private Limited • Balaji Films & Telly Investment Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2020	Balaji Motion Pictures Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Chairman

Mr. Arun Kumar Purwar	
Age	74 Years
Qualification	Post Graduate from Allahabad University
Experience	35+ years of experience in Banking Industry. He is also associated with various Companies across diverse sectors. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per existing approved terms and conditions
Remuneration last drawn (including sitting fees, if any)	₹ 7,11,560/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	May 20, 2015

Mr. Arun Kumar Purwar

Shareholding in the Company as on March 31, 2020	Mr. Purwar and his relatives holds 36,070 equity shares of Rs. 2/- in aggregate.
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 2019-20	4
Directorships of other Boards as on March 31, 2020	<ul style="list-style-type: none"> • Jindal Steel and Power Limited • Alkem Laboratories Limited • IIFL Finance Ltd (Formerly IIFL Holdings Limited) • Energy Infratech Private Limited • ONGC Tripura Power Company Limited • Mizuho Securities India Private Limited • Eroute Technologies Private Limited • IIFL Home Finance Ltd
Membership/Chairmanship of Committees of other Boards as on March 31, 2020	<p>Jindal Steel and Power Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member • Investment Committee-Chairman • Nomination and Remuneration Committee-Member • Risk Management Committee- Chairman <p>IIFL Finance Ltd (Formerly IIFL Holdings Limited)</p> <ul style="list-style-type: none"> • Risk Management Committee-Member • Nomination and Remuneration Committee-Member • Stakeholder Relationship Committee - Chairman <p>ONGC Tripura Power Company Limited</p> <ul style="list-style-type: none"> • Audit Committee-Chairman • Nomination & Remuneration Committee- Member • Corporate Social Responsibility Committee – Chairman <p>Alkem Laboratories Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Chairman • Corporate Social Responsibility Committee – Member <p>Eroute Technologies Private Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman

Dr. Archana Hingorani

Age	55 Years
Qualification	B.A (Economics), M.B.A, Ph.D. in Corporate Finance from the University of Pittsburgh, USA.
Experience	Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/Re-appointment	As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	N.A.
Remuneration proposed to be paid	As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory statement thereto.
Date of first appointment on the Board	August 28, 2020
Shareholding in the Company as on March 31, 2020	NIL
Relationship with other Directors/Key Managerial Personnel	N.A.
No. of Meetings of the Board attended during the financial year 2019-20	N.A.



Dr. Archana Hingorani

Directorships of other Boards as on March 31, 2020

- Alembic Pharmaceuticals Limited
- Grindwell Norton Limited
- 5Paisa Capital Limited
- DEN Networks Limited
- Sidbi Venture Capital Limited
- SBI Mutual Fund Trustee Company Private Limited

Membership/Chairmanship of Committees of other Boards as on March 31, 2020

Grindwell Norton Limited

- Audit Committee - Member
- Stakeholders Relationship Committee - Chairman

5 Paisa Capital Limited

- Audit Committee - Chairperson
- Stakeholders Relationship Committee - Member
- Nomination & Remuneration Committee - Member

SIDBI Venture Capital Limited

- Audit committee - Chairperson
- HR Committee - Member
- Nomination & Remuneration Committee - Chairperson

DEN Networks Limited

- Audit Committee - Member
- Stakeholders' Relationship Committee - Member
- Corporate Social Responsibility Committee - Member
- Nomination & Remuneration Committee - Member
- Risk Management Committee - Member

Alembic Pharmaceuticals Limited

- Audit Committee - Member