

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the Members of Balaji Telefilms Limited will be held on Tuesday, August 31, 2021 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:

1. To consider and adopt, (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 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 **Ordinary Resolutions**:
 - (a) **"RESOLVED** that the Audited Standalone Financial Statements for the financial year ended March 31, 2021, 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, 2021, and the Auditors' Report thereon as circulated to the Members be considered and adopted."
2. To appoint a Director in place of Mr. Ramesh Sippy (DIN:00652881), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass without any modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ramesh Sippy (DIN: 00652881), 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."
3. To declare Final Dividend on equity shares for the financial year ended March 31, 2021 and to consider and if thought fit, to pass without any modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that the final dividend of Re. 0.20/- for every equity share of face value of Rs. 2/- each for the financial year ended March 31, 2021, as per the resolution passed by the Board of Directors at their meeting held on June 18, 2021, be and is hereby declared."

SPECIAL BUSINESS:

4. **To consider and approve the payment of remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for a further period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):**

"RESOLVED that pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as approved by the Board, consent of the Members be and is hereby accorded to pay remuneration to Mrs. Shobha Kapoor, Managing Director of the Company for a further period of 2 years of her tenure w.e.f. November 10, 2021 on the following terms and conditions:

1. **Basic Salary:** an amount not exceeding Rs. 20,00,000/- p.m. (i.e. Rs. 2,40,00,000/- p.a.) as Basic Salary and

Commission: Not exceeding 2.5% of the net profit

2. Perquisites, Allowances & Benefits:

PART "A"

a) Housing:

Managing Director shall be entitled to house rent allowance subject to the ceiling of 50% of the basic salary.

b) Leave Travel Concession/Allowance:

Earned Leave and Leave Travel Concession / Allowance for self and family not exceeding 10% of the basic salary.

c) Personal Medical and Accident Insurance:

Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.

d) Club Fees:

Fees of maximum 2 (Two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Managing Director.

e) Medical & Other Allowances:

Medical and other allowances not exceeding 30% of the basic salary.

PART "B"

a) Company's contribution to Provident and Other Fund:

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

b) Leave Encashment:

Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company. The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

a) Car:

The Company shall provide such chauffer driven Car to the Managing Director as may be desired by her for business of the Company.

b) Telephone:

Personal mobile phone and telephone facilities at the residence of the Managing Director for use of Company's business.

c) Entertainment Expenses:

The reimbursement of actual and properly incurred Entertainment Expenses by the Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expense as may be decided by the Board from time to time as per the Rules/Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration, value of perquisites and Commission shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V to the Companies Act, 2013.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year, Managing Director will be paid remuneration as specified in the foregoing paragraph.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mrs. Shobha Kapoor, Managing Director including Commission and the monetary value of perquisites, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

5. To consider and approve the payment of remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for a further period of 2 (Two) years w.e.f. November 10, 2021 of her present tenure and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

“RESOLVED that pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and on the recommendation of the Members of the Nomination and Remuneration Committee and as approved by the Board, consent of the Members be and is hereby accorded to pay remuneration to Ms. Ekta Kapoor, Joint Managing Director of the Company for a further period of 2 years of her tenure w.e.f. November 10, 2021 on the following terms and conditions:

1. Basic Salary: an amount not exceeding Rs. 20,00,000/- p.m. (i.e. Rs. 2,40,00,000/- p.a.) as Basic Salary and

Commission: Not exceeding 2.5% of the net profit.

2. Perquisites, Allowances & Benefits:

PART “A”

a) Housing:

Joint Managing Director shall be entitled to house rent allowance subject to the ceiling of 50% of the basic salary.

b) Leave Travel Concession / Allowance:

Earned Leave and Leave Travel Concession / Allowance for self and family not exceeding 10% of the basic salary.

c) Personal Medical and Accident Insurance:

Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.

d) Club Fees:

Fees of maximum 2 (Two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Joint Managing Director.

e) Medical & Other Allowances:

Medical and other allowances not exceeding 30% of the basic salary.

PART “B”

a) Company's contribution to Provident and other Fund:

Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.

b) Leave Encashment:

Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company. The above perquisites shall not be included in the computation of the ceiling on remuneration

PART “C”

a) Car:

The Company shall provide such chauffer driven car to the Joint Managing Director as may desired for her business of the Company.

b) Telephone:

Personal mobile phone and telephone facilities at the residence of the Joint Managing Director for use of Company's business.

c) Entertainment Expenses:

The reimbursement of actual and properly incurred entertainment expenses by the Joint Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expense as may be decided by the Board from time to time as per the Rules/ Schemes of the Company as applicable to Board Members.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V of the Companies Act, 2013.

Perquisites shall be valued as per Income Tax Rules, wherever applicable, and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year, Joint Managing Director will be paid remuneration as specified in the foregoing paragraph.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Ekta Kapoor, Joint Managing Director including Commission and the monetary value of perquisites, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER that Board of Directors and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies “.

6. Appointment of Mr. Jason Kothari (DIN: 07343314) 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) 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), Mr. Jason Kothari (DIN:07343314) who was appointed as an Additional Director (Non-Executive Independent) with effect from February 11, 2021 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 his 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 February 11, 2021, and is not liable to retire by rotation.

RESOLVED FURTHER that to give effect to this appointment Board of Directors and Company Secretary 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

Place: Mumbai

Date: June 18, 2021

By order of the Board of Directors

For **Balaji Telefilms Limited**

Sd/-

Shobha Kapoor
Managing Director
(DIN: 00005124)

NOTES:

1. 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 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 (hereinafter referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange of India (hereinafter referred to as "**SEBI Circulars**") 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 27th 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.
2. 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.
3. Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('**Listing Regulations**') and Secretarial Standard-2 on General Meeting in respect of the Directors or Directors seeking re-appointment at the AGM are provided in the Annexure to the Notice.
4. 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 27th AGM through VC/ OAVM and cast their votes through e-voting.
5. 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 2020-21, 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, August 25, 2021 to Tuesday, August 31, 2021 (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. The Final Dividend for the financial year ended March 31, 2021, as recommended by the Board if approved at the AGM, will be paid on or after Sunday, September 05, 2021 to those Members whose name appears in the Register of Members of the Company as on the record date i.e. Tuesday, August 24, 2021.
11. Members holding shares in demat form are hereby informed that bank particulars registered as on record date with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from

the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and /or bank mandate immediately to their Depository Participants.

12. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1st April, 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct/withhold Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

a) For Resident Shareholders, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during financial year 2021-22 provided PAN is registered by the Shareholder. If PAN is not registered, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.

However, no tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received by them during financial year 2021-22 does not exceed Rs.5,000. Please note that this includes the future dividends if any which may be declared by the Board in the financial year 2021-22.

Separately, in cases where the shareholder provides Form 15G (applicable to an individual below the age of 60 years)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

Deduction of Tax at Higher rates in case of Non-filers of returns (Section 206AB)

In addition to above, it may be noted that the Finance Act, 2021 has, inter alia, inserted Section 206AB of the Income-tax Act, 1961, effective 1st July, 2021, pursuant to which tax

has to be deducted at twice the applicable rate from dividend payable to a 'Specified Person':

- Deductee (shareholder) has not filed the return of income for 2 assessment years relevant to the previous years immediately prior to the previous year in which tax is required to be deducted.
- The due date to file such return of income, as prescribed under section 139(1), has expired; and
- The aggregate amount of tax deducted and collected at source is Rs. 50,000 or more in each of these 2 previous years

Accordingly, the tax shall be deducted at the higher of the following rates:

- A. Twice the rate specified in the relevant provision of the Act (Rate specified u/s 194 is 10%)
- B. Twice the rate or rates in force; or
- C. 5%

Accordingly, for Resident shareholders who have not filed the return of income for FY 2019-20 and FY 2018-19 and whose total TDS/TCS during these years exceed Rs. 50,000, TDS will be made at 20%.

Please note that if the provisions of section 206AA are applicable, then tax is required to be deducted at higher of the rates provided in section 206AB or section 206AA.

In summary, this section provides for deduction of tax at higher rates if the deductee/shareholder has not furnished the return of income for the specified period, irrespective of the fact that whether he was required to furnish it or not. Only exclusion is that the aggregate amount of tax deducted and collected at source has not crossed Rs. 50,000 in each of these 2 previous years (FY 2019-20 and FY 2018-19).

The Central Board of Direct Taxes (CBDT) has recently prescribed the functionality for determining whether a person fulfils the conditions of being a 'Specified Person' or not.

Accordingly, the Company will verify from the above functionality provided by CBDT whether any Shareholder of the Company qualifies as a 'Specified Person' prior to applying the relevant TDS rates.

b) For Non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force plus applicable surcharge and cess and Section 196D of the Act. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self- attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
- Self declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self- Declaration certifying the following points: i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2021-22; ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company; iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner; iv. Member is the ultimate beneficial owner of its shareholding in the Company and

Dividend receivable from the Company; and v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2021-22. Member hereby confirms that the above declaration should be considered to be applicable for all the shares held in the Company under PAN/ accounts declared in the form.

13. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Nonresident shareholder. Accordingly, in order to enable us to determine the appropriate TDS/ withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Tuesday, 17th August, 2021 by clicking on the given link <https://ris.kfintech.com/form15/>, or through e-mail with signed scan copies to inward.ris@kfintech.com
14. Kindly note that the aforementioned documents are required to be submitted at <https://ris.kfintech.com/form15/> on or before Tuesday, 17th August, 2021, in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/ deduction shall be entertained post Tuesday, 17th August, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.
15. 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.

16. SEBI has made it mandatory for effecting transfer of securities (except in case of transmission or transposition of securities) into dematerialised form from April 01, 2019. In order to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.
17. The Board of Directors, at their meeting held on June 18, 2021 has appointed Mr. Vijay Yadav, Practising Company Secretary (Membership No. 39251) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
18. 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 2 (two) working days 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.
19. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.
20. 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, August 24, 2021 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 at on Friday, August 27, 2021 (09.00 a.m. IST) and will end at on Monday, August 30, 2021 (5.00 p.m. IST). The remote 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>.
21. 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, August 24, 2021. Any person who is in receipt of this notice but is not a Member as on the cut-off date, Tuesday, August 24, 2021 should treat this notice for information purpose only.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
23. 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, August 24, 2021, may obtain the login ID and password by sending a request at investor@balajitelefilms.com.
24. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2012-13, 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 September 30, 2020 (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=OQ8HMfJOuy4%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.
25. 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 2020-21, 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 of transfer, i.e. September 03, 2020. 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.

26. 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 October 05, 2021 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.
27. 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), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and in terms of SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 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.

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

The remote e-voting period begins on Friday, August 27, 2021 at 09:00 A.M. and ends on Monday, August 30, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of

Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, August 24, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, August 24, 2021.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) 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:
 - a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 1020 990** and **1800 22 44 30** or send a request to Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in / saritam@nsdl.co.in or contact Mr. Sanjay Dwivedi, Group Chief Financial Officer 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access**

to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member 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.

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** between Tuesday, 10th August 2021 (11.30 a.m. IST) and Friday, 27th August, 2021 (5.00 p.m. IST). 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 - 400053, Maharashtra
CIN: L99999MH1994PLC082802
Email: **investor@balajitelefims.com**
Website: **www.balajitelefims.com**

Place: Mumbai

Date: June 18, 2021

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

Sd/-
Shobha Kapoor
Managing Director
(DIN: 00005124)

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. 4 to 6 of the accompanying Notice:

Item No. 4 & 5

The Members of the Company at the Annual General Meeting held on August 31, 2018 for the financial year 2017-2018 had approved re-appointment of Mrs. Shobha Kapoor, as Managing Director and Ms. Ekta Kapoor as Joint Managing Director of the Company for a period of 5 years which will cease on November 09, 2023 along with remuneration payable for a period of 3 years which will end on November 09, 2021. Considering the progress made by the Company under the able guidance and supervision of Mrs. Shobha Kapoor and Ms. Ekta Kapoor and their expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee and as approved by the Board, it is proposed to approve the payment of remuneration for a further period of 2 (Two) years w.e.f. November 10, 2021 of their present tenure. The other terms and condition pertaining to appointment of Mrs. Shobha Kapoor, Managing Director and Ms. Ekta Kapoor, Joint Managing Director as approved at the Annual General Meeting held on August 31, 2018 shall remain unchanged.

Further, details of Mrs. Shobha Kapoor & Ms. Ekta Kapoor have been given in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Ramesh Sippy and Mr. Jeetendra Kapoor related to each other are concerned or interested in the resolution.

The Board recommends the Resolution as set out in the Item No. 4 & 5 of the accompanying Notice for the approval by the Members of the Company.

Item No. 6

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee had

appointed Mr. Jason Kothari (DIN: 07343314) as an Additional Director (Non-Executive Independent) of the Company with effect from February 11, 2021. As per the provisions of Section 161(1) of the Companies Act, 2013 ('Act'), he 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 his candidature for the office of an Independent Director.

Mr. Jason Kothari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration of Independence from him and in the opinion of the Board he 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 Mr. Jason Kothari forms part of the Annexure to the Notice. The Board considers that background and experience of Mr. Jason Kothari will be beneficial to the Company and it is desirable to avail his services as an Independent Director.

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.

Mr. Jason Kothari is interested in the resolution set out at Item No. 6 of the Notice with regard to his re-appointment. The relatives of Mr. Jason Kothari 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. 6 of the accompanying Notice for the approval by the Members of the Company.

Information required under Clause (B) (iv) of Part II of Schedule V for Item No. 4 & 5.

i. General Information:

1. Nature of Industry:

The year 2020-21 has been very harsh on the socio-economic conditions of the not only the Country, but across the globe with countries trying to figure out a way to deal with the pandemic at the same time keeping the economy afloat. Industries all around has had to face many difficulties due to lockdown and reduced access to resources. Similarly, the Media & Entertainment (M&E) Industry faced considerable problems. The Indian Media & Entertainment sector has de-grown by 24.1% and television declined by 13% in CY 2020 in terms of revenue. Though in 2020 the television continued to remain the largest segment, digital media has overtaken print, and online gaming has overtaken a disrupted filmed entertainment segment. Digital media and online gaming has grown by 49% and 18% respectively during the pandemic.

2. Date of commencement of Commercial Production:

The Company was incorporated on November 10, 1994. Immediately after incorporation, the Company had commenced production of serials and gradually engaged in the activities of production and distribution of serials, films and other entertainment programmes.

3. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial Performance based on given indicators:

The financial data as per last audited Balance Sheet as on March 31, 2021 is as under:

(₹ in Lacs)	
Particulars	2020-21 (Audited)
Revenues	31,578.29
Expenditure	27,837.55
Operating Profit	3,740.74
Other Income	1,381.28
Profit Before Taxes	2,337.41
Exceptional items	1,044.44
Income Tax	853.62
Profit After Taxes	2,528.23

5. Foreign Investments or Collaborators:

At present the Company does not have any participation in any foreign investment, nor there is any holding of foreign body corporate in the Company.

ii. Information about Managing Directors

1. Background Details:

Mrs. Shobha Kapoor is the Managing Director of the Company. She is married to the popular Bollywood actor Mr. Jeetendra Kapoor and is mother of Ms. Ekta Kapoor. She has been involved with the Company since its inception. One of the pioneers of the Indian Television industry, Mrs. Shobha Kapoor has been associated with television content production since the early 90's when the Company was producing popular content for Doordarshan.

Ms. Ekta Kapoor is the Joint Managing Director of the Company. She is daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor. Ms. Ekta Kapoor is the creative brain behind the Company's most successful and famous shows. She ventured into Television Serial Production at the age of 19. In no time, she altered the face of Indian television industry and continues to dominate till date. Her shows have broken all previous records of Television Serial production and popularity in India.

2. Past Remuneration:

(Amount in ₹)					
Name	Designation	Basic Salary	Perquisites, allowance and benefits	Commission	Total
Shobha Kapoor	Managing Director	1,94,76,546	7,62,000	-	2,09,88,546
Ekta Kapoor	Joint Managing Director	-	-	-	-

Employer Contribution Fund of 7,50,000/- to Provident Fund is not included in the computation of the ceiling on Managerial reimbursement.

All above figures are per annum and pertains to financial year 2020-21.

3. Awards and Recognition:

Among others, following is the short list of few of the awards won by Mrs. Shobha Kapoor, Managing Director and Ms. Ekta Kapoor, Joint Managing Director:

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms. Ekta Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms. Ekta & Mrs. Shobha Kapoor
Indian Telly Awards	2003	Best CEO of the Year	Mrs. Shobha Kapoor
Foundation for promotion of Film Art & Craft	2003	Achiever of the Year	Mrs. Shobha Kapoor
American Biographical Institute	2003	Woman of the Year	Ms. Ekta Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms. Ekta Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms. Ekta Kapoor
Star Parivaar Awards	2010	Special Honour	Ms. Ekta Kapoor
3 rd Boroplus Gold Awards	2010	Hall of Fame	Ms. Ekta Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms. Ekta Kapoor
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer	Ms. Ekta Kapoor
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television	Ms. Ekta Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ekta Kapoor
Indian Business Awards	2017	Business Today's Most Powerful Women	Ms. Ekta Kapoor
KhaasRishta Award	2017	KhaasRishta Award	Ms. Ekta Kapoor
ITA Awards	2017	Sterling Icon of Entertainment	Ms. Ekta Kapoor
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year	Ms. Ekta Kapoor
34 th Annual session of FICCI Ladies Organisation	2018	FLO Icon Award	Ms. Ekta Kapoor
Hindustan Times Style Awards	2019	Most Stylish Filmmaker	Ms. Ekta Kapoor
Forbes	2019	Icon of Excellence	Ms. Ekta Kapoor
Maharashtra Achiever's Awards	2019	Content Power House of the Year	Ms. Ekta Kapoor
Fortune India Awards	2019	Most Powerful Business Women of the Year	Ms. Ekta Kapoor
Economic Times	2019	Content Creator of the Year	Ms. Ekta Kapoor
ET Now Business Leader of the Year Awards	2020	Business Woman of the year	Ms. Ekta Kapoor
IWMBUZZ Awards	2020	OTT Disruptor of the Year Award	Ms. Ekta Kapoor
International Quality Awards	2020	Content Creator of the Year	Ms. Ekta Kapoor
Government of India	2020	Padma Shri Award	Ms. Ekta Kapoor
Indian Television Academy Awards	2021	Hall of Fame	Ms. Ekta Kapoor
Midday Hitlist OTT Awards	2021	Industry Leadership Award for ALT Balaji	Ms. Ekta Kapoor

4. Job Profile and Suitability:

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta Kapoor respectively are responsible for the conception of different shows produced by the Company and the overall management of the Company. Having been instrumental in steering the Company towards being the leader in the television industry in India, both Mrs. Shobha Kapoor and Ms. Ekta Kapoor come with almost three decade's worth of experience in this domain. They have produced over 100 shows for various entertainment channels in India. With this extensive experience, they are ideally placed to ensure that the Company continues to make quality content within a budget specified by the channel, on very stringent timelines. Balaji Telefilms Limited has launched several critically acclaimed television serials and movies in its short tenure within the industry. Balaji's creativity is demonstrated by its series of well received serials that have garnered high TRP ratings. Mrs. Shobha Kapoor's and Ms. Ekta Kapoor's leadership and involvement has been significant in steering the Company towards being a front runner in the Indian Television industry. They have led teams to conceptualize TV shows and have produced over 100 shows for major broadcasters across the country.

Their creativity is highly regarded as a prime driving force for the Company to fulfill audience expectations. They have a great understanding of India's demographic profile and never cease to deliver appealing content to the masses. Consequently, their efforts have well positioned Balaji Telefilms to cater to the rapidly growing Indian Entertainment space as their commitment to the Company is sure to demonstrate excellent growth going forward.

5. Remuneration Proposed:

As specified under Item No. 4 & 5 of the notice respectively.

6. Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person:

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mrs. Shobha Kapoor and Ms. Ekta Kapoor, the remuneration proposed to be paid is commensurate with the remuneration package paid to the similar counter parts in other Companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel:

Mr. Jeetendra Kapoor is relative of both the appointees. Mrs. Shobha Kapoor is the wife of Mr. Jeetendra Kapoor and Ms. Ekta Kapoor is the daughter of Mr. Jeetendra Kapoor.

Except for receipt of rent for immovable property by them and their relative viz. Mr. Jeetendra Kapoor and receipt of dividend by them, if declared by the Company on the share capital held by them, they do not have any material pecuniary relationship with the Company.

iii. Other Information

1. Reasons for inadequate profits:

The content production space operates with certain cyclicity. In the last couple of years, we have had a number of new shows launching which resulted in higher initial costs. However, as the shows become popular they generate significantly higher profits. We now have a more stable line up of shows with improved profitability as the shows launched in previous years have become daily hits.

2. Steps taken or proposed to be taken for improvement:

In recent years, the Company has put in an aggressive plan to improve the per hour realization and improve our production costs. We now focus only on prime time shows with higher impact and higher revenues and have seen our average revenue per hour increase year on year.

We also endeavor to control costs by actively monitoring cost for initial episodes and aim to break even relatively faster. The same is visible in the performance of the Company over the last few quarters.

3. Expected increase in productivity and profits in measurable terms.

We believe all the initiatives listed above will bring and create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for these companies of the Balaji Group.

iv. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration paid to Directors for the year ended March 31, 2021.

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. Ramesh Sippy	
Age	77 Years
Qualification	B.Sc., University of Bombay
Experience	53 years of experience in Film Industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/Re-appointment	Mr. Ramesh Sippy who was appointed as Non-Executive Director on September 01, 2019 is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Rs. 4,56,910/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	September 01, 2019
Shareholding in the Company as on March 31, 2021	NIL
Relationship with other Directors/Key Managerial Personnel	Brother of Mrs. Shobha Kapoor and not related to any other Directors and Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2020-21	4
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> • Indian Motion Picture Distributors Association • Raksha Entertainment Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	NIL
Mrs. Shobha Kapoor	
Age	72 Years
Qualification	Under graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn (including sitting fees, if any)	Rs. 2,09,88,546/-
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	November 10, 1994
Shareholding in the Company as on March 31, 2021	1,10,08,850 Equity Shares of Face Value Rs.2 /- each
Relationship with other Directors/Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor, mother of Ms. Ekta Kapoor and Sister of Mr. Ramesh Sippy and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2020-21	4

Mrs. Shobha Kapoor

Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> Balaji Motion Pictures Limited Balaji Teleproducts Limited Shri Navnidhi Developers Private Limited Marinating Films Private Limited ALT Digital Media Entertainment Limited Chhayabani Balaji Entertainment Private Limited (Under Liquidation) Balaji Films & Telly Investment Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	ALT Digital Media Entertainment Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson Nomination and Remuneration Committee - Member

Ms. Ekta Kapoor

Age	46 Years
Qualification	Under graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn (including sitting fees, if any)	-
Remuneration proposed to be paid	As per the resolution at Item no. 5 of the Notice convening this meeting read with explanatory statement thereto.
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2021	1,84,33,254 Equity shares of Face value of Rs.2 /- each
Relationship with other Directors/ Key Managerial Personnel	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and not related to any other Directors/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2020-21	2
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> Balaji Motion Pictures Limited Balaji Teleproducts Limited Ekta K. Securities & Investment Private Limited Pantheon Buildcon Private Limited Marinating Films Private Limited ALT Digital Media Entertainment Limited Balaji Films & Telly Investment Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	ALT Digital Media Entertainment Limited <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Member

Mr. Jason Kothari	
Age	40 Years
Qualification	B. S.
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. 6 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	7,640/-
Remuneration proposed to be paid	As per the resolution at Item no. 6 of the Notice convening this meeting read with explanatory statement thereto.
Date of first appointment on the Board	February 11, 2021
Shareholding in the Company as on March 31, 2021	NIL
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.
No. of Meetings of the Board attended during the financial year 2020-21	N.A.
Directorships of other Boards as on March 31, 2021	Emaar India Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2021	Emaar India Limited <ul style="list-style-type: none"> • Audit Committee-Chairman • Corporate Social Responsibility Committee -Chairman • Nomination & Remuneration Committee-Member