



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting ("AGM") of the Members of Balaji Telefilms Limited ("the Company") will be held on **Thursday, August 17, 2023 at 03:00 P.M IST** (Indian Standard Time) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business(es). The Registered Office of the Company situated at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400 053, Maharashtra shall be the deemed venue for the meeting.

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, and the report of Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolutions:**
 - (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors and the Auditors' Report thereon as circulated to the Members, be and are hereby considered and adopted."
 - (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements for the financial year ended March 31, 2023, and the Auditors' Report thereon as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, seeks re-appointment, and in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules made thereunder, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation at this Meeting and being eligible, seeks re-appointment, be and is hereby re-appointed."

SPECIAL BUSINESS:

3. Re-appointment of Mrs. Shobha Kapoor (DIN:00005124) as Managing Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, basis the recommendations of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shobha Kapoor (DIN: 00005124), who has attained the age of 74 years, as Managing Director of the Company, for a period of 5 (five) years and for

the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2023, as per the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- per month (i.e. ₹ 2,40,00,000/- per annum) as basic salary and

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 Funds:**

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 chauffeur 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 expenses as may be decided by the Board from time to time as per the Rules/ Schemes of the Company.

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 during the term of the Managing Director, Mrs. Shobha Kapoor will be paid the remuneration by way of Salary & Perquisites, Allowances



& Benefits as specified above as 'Minimum Remuneration'.

RESOLVED FURTHER THAT the Directors be and are hereby authorized to alter, vary, revise, modify the scope of remuneration of Mrs. Shobha Kapoor, Managing Director 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 the Directors and Key Managerial Personnel 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."

4. Re-appointment of Ms. Ektaa R. Kapoor (DIN: 00005093) as Joint Managing Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other rules, laws, regulations, guidelines or notifications as may be applicable, basis the recommendations of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Ektaa R. Kapoor (DIN: 00005093) as Joint Managing Director of the Company for a period of 5 (five) years and for the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2023, as per the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- per month (i.e. ₹ 2,40,00,000/- per annum) as basic salary and

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 Funds:

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 chauffeur driven Car to the Joint 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 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 expenses as may be decided by the Board from time to time as per the Rules/ Schemes of the Company.

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 during the term of the Joint Managing Director, Ms. Ektaa R. Kapoor will be paid the remuneration by way of Salary &

Perquisites, Allowances & Benefits as specified above as 'Minimum Remuneration'.

RESOLVED FURTHER THAT the Directors be and are hereby authorized to alter, vary, revise, modify the scope of remuneration of Ms. Ektaa R. Kapoor, Joint Managing Director 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 the Directors and Key Managerial Personnel 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."

5. Payment of Commission to Non-Executive Directors and in this regard, to consider and, if thought fit, pass with or without modifications, the following resolution as **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of Nomination and Remuneration Committee, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration by way of commission for each financial year to the Non-Executive Director(s) of the Company,



in accordance with and upto the limits laid down under the provisions of Section 197 of the Act, for a period of 5 (five) years commencing from the financial year 2022-23 in the manner as specified hereunder:

Mr. Jeetendra Kapoor (Chairman and Non-Executive Director)	0.80% of the Net Profits of the Company computed in the manner laid under Section 198 of the Act.
Other Non-Executive Director(s)	0.20% of the Net Profits of the Company computed in the manner laid under Section 198 of the Act, subject to upper limit of ₹ 5,00,000/- (five lacs) per Director.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission to Mr. Jeetendra Kapoor, Non-Executive Director of the Company, exceeding fifty percent of the total remuneration payable to all Non-Executive Directors of the Company for the financial year 2022-23.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as are necessary to give effect to the above Resolution."

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: May 30, 2023

By order of the Board of Directors

For **Balaji Telefilms Limited**

Sd/-

Tannu Sharma

Company Secretary

(Membership No:ACS30622)

NOTES:

1. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circulars dated December 28, 2022, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as "**MCA Circulars**") and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by Securities and Exchange Board 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**"), the 29th Annual General Meeting ("AGM") of the Company is being conducted through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") and hence physical attendance of the Members to the AGM venue is not required. The deemed venue for the AGM shall be the Registered Office of the Company i.e. C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(3) of the Listing Regulations for businesses to be transacted at the AGM is annexed hereto.
3. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meeting issued by Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment/re-appointment at the AGM are provided in the **Annexure I** to the Notice.
Further, the relevant details as required to be furnished as per Secretarial Standard-2 on General Meeting issued by ICSI with respect to Item No. 5 are appearing as part of the Explanatory Statement.
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. Further, pursuant to 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 29th 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 email on vijay.yadav@avsassociates.co.in
6. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose email address is registered with the Company, Registrar and Share Transfer Agent or the Depository Participant(s).
7. The Notice of AGM along with Annual Report for the financial year 2022-23, 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 the Registrar and Share Transfer Agent i.e. KFin Technologies Limited i.e. <https://evoting.kfintech.com/public/Downloads.aspx>.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, August 11, 2023 to Thursday, August 17, 2023** (both days inclusive).
9. Members seeking to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement, Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other Statutory Registers are required to email to investor@balajitelefilms.com.
10. Members holding shares in physical mode may register/update their email address or changes, if any, in their Bank details, in



prescribed Form ISR-1 with the Company's RTA viz., M/s. KFin Technologies Limited (Kfintech), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Rangareddy, Telangana. The Company has sent letters to such shareholders for furnishing relevant details, in compliance with SEBI Circular dated November 03, 2021 and March 16, 2023. Form ISR-1 along with other relevant details are also available at the Company's website at <http://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>

Members holding shares in electronic form may update such details with their respective Depository Participant(s).

11. SEBI has made it mandatory that from April 01, 2019, transfer of securities (except in case of transmission or transposition of securities) can only be done in dematerialized form. 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 May 30, 2023 has appointed Mr. Vijay Yadav, Practicing Company Secretary (Membership No. FCS 11990) as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
13. The Results declared shall be communicated to BSE Limited and National Stock Exchange of India Limited within 2 (two) 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 <https://evoting.kfintech.com/public/Downloads.aspx>.
14. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of requisite majority.
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 **Thursday, August 10, 2023** 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 on **Sunday, August 13, 2023 (09.00 a.m. IST)** and will end on **Wednesday, August 16, 2023 (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 Kfintech.
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, **Thursday, August 10, 2023**. Any person who is in receipt of this notice but is not a Member as on the cut-off date should treat this notice for information purpose only.
17. 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.
18. 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, **Thursday, August 10, 2023**, may obtain the login ID and password for attending the AGM via VC by sending a request at einward.ris@kfintech.com with a copy to investor@balajitelefilms.com.
19. The Company has transferred the unpaid or unclaimed dividend declared up to financial

year 2014-15 and interim dividend declared during the financial year 2015-16, 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 dividend lying with the Company as on August 18, 2022 (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.

20. 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 2022-23, 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. November 05, 2022. 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.
21. 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 May 06, 2023 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also sent intimation 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 dividend 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.

22. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandate to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA on or before September 30, 2023.

In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 01, 2023, KFinTech will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.

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 (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. The Company has engaged Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Limited (KFinTech), for providing facility to the Members to cast votes using remote e-Voting system, as well as for voting during the AGM.
4. AGM is being convened through VC/OAVM in compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars.

PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-Voting period commences on **Sunday, August 13, 2023 (09.00 a.m. IST)** and will end on **Wednesday, August 16, 2023 (5.00 p.m. IST)**.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Thursday, August 10, 2023**.
- iii. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Limited (KFinTech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- iv. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts/websites of Depositories/DPs, in order to increase the efficiency of the voting process.
- v. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and email ID with their DPs to access e-Voting facility.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/she is already registered with KFinTech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3:** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate and vote at the e-AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under "Login" under "IDeAS" section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under "Shareholder/Member" section. III. 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. IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be re-directed to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider's, so that the user can visit the e-Voting service provider's website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Provider's.
Individual Shareholder login through their demat accounts / Website of Depository Participant(s)	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be re-directed to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider – Kfintech and you will be re-directed to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please 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
Securities held 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 toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii) Enter the login credentials (i.e. User ID and password). In case of physical

folio, User ID will be EVEN (E-Voting Event Number) i.e. **7406**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-Voting, you can use your existing User ID and password for casting the vote.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The

system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVEN" i.e., "7406-AGM" and click on "Submit".
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-Voting, together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id vijay.yadav@avsassociates.co.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:
- i) **In case of Physical holding:** Shareholders holding shares in physical mode may register/ update their email address in prescribed Form ISR-1 with the Company's RTA. The Company has sent letter to such shareholders for furnishing relevant details, in compliance with SEBI circular dated March 16, 2023 and November 03, 2021. Form ISR-1 along with other relevant details are available at Company's website; <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders%20website.pdf>

**ii) In case of Demat holding:**

Shareholders holding shares in demat mode, who have not registered or updated their email address, are requested to get the same registered/ updated with their respective Depository Participant(s).

- iii) After receiving the e-Voting instructions, please follow all steps given in the Notice to cast your vote by electronic means.

INSTRUCTIONS FOR ALL THE SHAREHOLDERS, INCLUDING INDIVIDUAL, OTHER THAN INDIVIDUAL AND PHYSICAL, FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/OAVM AND E-VOTING DURING THE MEETING.

Details pertaining to Step 3 i.e. virtual meetings (e-AGM) of the Company on KFin system to participate vote at the e-AGM are as below:

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-Voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company (i.e. 7406). Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

- v. The Members who have not cast their vote through remote e-Voting shall be eligible to cast their vote through e-Voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-Voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

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. 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.
3. 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.

OTHER INSTRUCTIONS

- i. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in connection with the matters to be taken up at the AGM, in advance, mentioning their name, demat account number / folio number, email id, mobile number at investor@balajitelefilms.com between July 27, 2023 till August 12, 2023. The Questions / queries received by the Company till August 12, 2023 shall only be considered and responded by the Company.

BALAJI TELEFILMS LIMITED

- II. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or write to evoting@kfintech.com or call KFintech's toll free No. **1-800-3094-001** for any further clarifications.
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, August 10, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> Number + Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
- ii. If email address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://emeetings.kfintech.com/forgotpassword.aspx>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number **1-800-309-4001** or write to them at evoting@kfintech.com.

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: May 30, 2023

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

Sd/-

Tannu Sharma

Company Secretary

(Membership No: ACS30622)



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

As required under 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, 4 and 5 of the accompanying Notice:

ITEM NO. 3:

The present tenure of Mrs. Shobha Kapoor, aged 74 years, will expire on November 09, 2023. She has been on the Board of the Company since its inception. She has been in-charge of Company's operational management and efficiency and in controlling 'on-set' activity. Keeping in view that Mrs. Kapoor has rich and varied experience in Media and Entertainment Industry and considerable progress made by the Company under her able guidance and supervision with her sharp business acumen and effective cost management skills, and on the basis of recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint Mrs. Shobha Kapoor as the Managing Director for a period of 5(five) years. Further, approval of shareholders is being sought for payment of remuneration, as per the details provided in the resolution set out at Item No. 3 of the AGM Notice, for a period of 3 (three) years w.e.f. November 10, 2023.

Further, the relevant details as required to be furnished under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item No. 3 have been given in **Annexure I** to this Notice.

Mrs. Shobha Kapoor is interested in the Resolution set out at Item No. 3 of the Notice with regard to her re-appointment. The relatives of Mrs. Shobha Kapoor may be deemed to be interested in the Resolution to the extent of their shareholding interest in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution set out at Item No. 3 of the Notice.

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 by way of Special Resolution.

ITEM NO. 4:

The present tenure of Ms. Ektaa R. Kapoor will expire on November 09, 2023. She has been on the Board of the Company since its inception. She undertakes the day-to-day creative direction of TV shows and movies produced by the Balaji Group.

Considering the progress made by the Company under the able guidance and supervision of Ms. Ektaa R. Kapoor and her expertise in the industry and on the basis of recommendation of Nomination and Remuneration Committee, it is proposed to re-appoint Ms. Ektaa R. Kapoor as the Joint Managing Director for a period of 5(five) years. Further, approval of shareholders is being sought for payment of remuneration, as per the details provided in the resolution set out at Item No. 4 of the AGM Notice, for a period of 3 (three) years w.e.f. November 10, 2023.

Further, the relevant details as required to be furnished under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item No. 4 have been given in **Annexure I** to this Notice.

Ms. Ektaa R. Kapoor is interested in the Resolution set out at Item No. 4 of the Notice with regard to her re-appointment. The relatives of Ms. Ektaa R. Kapoor may be deemed to be interested in the Resolution to the extent of their shareholding interest in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the Resolution set out at Item No. 4 of the Notice.

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 by way of Special Resolution.

ITEM NO. 5:

The Members of the Company at the Annual General Meeting held on August 31, 2017 had approved the payment of commission to Non-Executive Directors of the Company for a period of 5 (five) years. The Non-Executive Directors on the Board of the Company comprises of professionals with diverse knowledge and experience in the field of Media & Entertainment, Digital Media, Finance, Governance and Business

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Management. All Non-Executive Directors including the Chairman, Mr. Jeetendra Kapoor, have been making outstanding advisory contribution to the business of the Company. The Management of the Company constantly draws upon their experience/knowledge and the Company immensely benefits by their mature advice. Accordingly, keeping in view the augmented contribution made by the Non-Executive Directors of the Company and based on the recommendation of Nomination and Remuneration Committee, it is proposed that such contribution be suitably rewarded by way of payment of commission on Net Profits of the Company for a period of 5 (five) years commencing from the Financial Year 2022-23. Such payment shall be in addition to sitting fees being

paid for attending the Board/Committee meeting(s). Further, pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members of the Company is being sought as the remuneration in the form of commission proposed to be paid to Mr. Jeetendra Kapoor, who is the Chairman and Promoter of the Company, exceeds fifty percent of the total remuneration payable to all other Non-Executive Directors.

The disclosure required to be submitted pursuant to Secretarial Standard-2 on General Meeting issued by ICSI pertaining to the Non-Executive Directors associated with the Company as on date of this Notice is given hereinbelow:



Particulars	Mr. Jeetendra Kapoor	Mr. Duraiswamy Gunaseela Rajan	Mr. Devender Kumar Vasal	Mr. Pradeep Kumar Sarda	Mr. Arun Kumar Purwar	Dr. Archana Niranjan Hingorani	Ms. Jyoti Deshpande	Ms. Priyanka Chaudhary
DIN	00005345	00303060	06858991	00021405	00026383	00028037	02303283	06520285
Age	81 years	82 years	67 years	68 years	77 years	58 years	53 years	40 years
Qualification	Graduate	Chartered Accountant	Bachelor's Degree in Commerce and Law	Commerce Graduate	Post Graduate	B.A. (Economics), M.B.A., Ph.D. in Corporate Finance	M.B.A – University of Mumbai	Graduate degree in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and ACCA, UK
Experience	50+ years	55+ years	36+ years	45+ years	38+ years	38+ years	30+ years	18+ years
Terms and conditions of appointment or re-appointment	Please refer our website www.balajitelefilms.com for detailed profile Not Applicable							
Details of remuneration sought to be paid	As per Resolution at Item No. 5 of this Notice read with Explanatory Statement thereto							
Remuneration last drawn	Not Applicable – only sitting fee for attending Board/ Committee meetings has been paid.							
Date of first appointment on the Board	February 01, 2000	July 19, 2010	May 15, 2014	May 17, 2004	May 20, 2015	August 28, 2020	March 23, 2018	May 20, 2022
Shareholding in the Company	32,60,522	300	NIL	NIL	20,900	NIL	NIL	NIL

Particulars	Mr. Jeetendra Kapoor	Mr. Duraiswamy Gunaseela Rajan	Mr. Devender Kumar Vasal	Mr. Pradeep Kumar Sarda	Mr. Arun Kumar Purwar	Dr. Archana Niranjani Hingorani	Ms. Jyoti Deshpande	Ms. Priyanka Chaudhary
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Husband of Mrs. Shobha Kapoor & Father of Ms. Ekta R. Kapoor	None	None	None	None	None	None	None
Number of Meetings of the Board attended during the financial year 2022-23	5	5	5	2	5	4	5	4
Other Directorships	<ul style="list-style-type: none"> Balaji Motion Pictures Limited Balaji Teleproducts Limited Shri Navidhi Developers Private Limited Ekta K. Securities & Investment Private Limited 	<ul style="list-style-type: none"> IFGL Refractories Limited Digjam Limited Rubfila International Limited Havmor Ice Cream Private Limited Lottee India Corporation Limited 	<ul style="list-style-type: none"> ALT Digital Media Entertainment Limited Marinating Films Private Limited 	<ul style="list-style-type: none"> Madhu Construction Private Limited Sumadhu Traders Private Limited Sinner Engineering File Works Private Limited Sumadhu Estates Developers Private Limited 	<ul style="list-style-type: none"> Alkem Laboratories Limited IIFL Finance Limited Jindal Panther Cement Private Limited Energy Infriatech Private Limited 	<ul style="list-style-type: none"> Alembic Pharmaceuticals Limited Grindwell Norton Limited 5Paisa Capital Limited Den Networks Limited SBI Mutual Fund Trustee Company Private Limited SIDBI Venture Capital Limited Neewee Analytics Private Limited 	<ul style="list-style-type: none"> Network 18 Media & Investments Limited TV18 Broadcast Limited Saavn Media Limited Indiacast Media Distribution Private Limited 	<ul style="list-style-type: none"> Viacom 18 Media Private Limited



Particulars	Mr. Jeetendra Kapoor	Mr. Duraiswamy Gunaseela Rajan	Mr. Devender Kumar Vasal	Mr. Pradeep Kumar Sarda	Mr. Arun Kumar Purwar	Dr. Archana Niranjan Hingorani	Ms. Jyoti Deshpande	Ms. Priyanka Chaudhary
	<ul style="list-style-type: none"> Pantheon Buildcon Private Limited Tusshar Infra Developers Private Limited Balaji Films & Telly Investments Limited Ding Infinity Private Limited 	<ul style="list-style-type: none"> Balaji Motion Pictures Limited Alt Digital Media Entertainment Limited 		<ul style="list-style-type: none"> Suvimal Properties Private Ltd Mercury Trade Links Limited Grenville Resort Private Limited India Food Company Private Limited Priyanka Sales Agencies Private Limited International Knowledge Park Private Limited Soham Knitting Apartment Members Private limited Bandra Diagnostic Centre Private Limited Aditya Televentures Private Limited 	<ul style="list-style-type: none"> IIFL Home Finance Limited Mizuho Securities India Private Limited Eroute Technologies Private Limited 			

Particulars	Mr. Jeetendra Kapoor	Mr. Duraiswamy Gunasela Rajan	Mr. Devender Kumar Vasal	Mr. Pradeep Kumar Sarda	Mr. Arun Kumar Purwar	Dr. Archana Niranjan Hingorani	Ms. Jyoti Deshpande	Ms. Priyanka Chaudhary
Membership (M)/ Chairpersonship (C) of Committees of other Companies	NIL	<ul style="list-style-type: none"> Lotte India Corporation Limited - Audit Committee (C), Nomination and Remuneration Committee (C), CSR Committee (C), Stakeholders Relationship Committee (M) IFGL Refractories Limited - Audit Committee (C) and Nomination and Remuneration Committee (C) Rubfla International Limited - Audit Committee (C) 	<p>ALT Digital Media Entertainment Limited – Audit Committee (M), Nomination and Remuneration Committee (M) and CSR Committee (M)</p>	NIL	<ul style="list-style-type: none"> Alkem Laboratories Limited – Audit Committee (C), CSR Committee (C) and Nomination and Remuneration Committee (M) Eroute Technologies Private Limited – Audit Committee (C) IFL Finance Limited – Audit Committee (M), Stakeholders Relationship Committee (C) and Nomination and Remuneration Committee (M) 	<ul style="list-style-type: none"> Grindwell Norton Limited - Audit Committee (M), Stakeholders Relationship Committee (C) and Risk Management Committee (C) 5 Paisa Capital Limited – Audit Committee (M), Nomination and Remuneration Committee (M), Risk Management Committee (C) and Stakeholder Relationship Committee (M) SIDBI Venture Capital Limited - Audit Committee (C) and Nomination and Remuneration Committee (C) 	NIL	NIL



Particulars	Mr. Jeetendra Kapoor	Mr. Duraiswamy Gunaseela Rajan	Mr. Devender Kumar Vasal	Mr. Pradeep Kumar Sarda	Mr. Arun Kumar Purwar	Dr. Archana Niranjan Hingorani	Ms. Jyoti Deshpande	Ms. Priyanka Chaudhary
		<ul style="list-style-type: none"> • Digjam Limited- Audit Committee (M), Nomination and Remuneration Committee (C) • ALT Digital Media Entertainment Limited - Audit Committee (C), Nomination and Remuneration Committee (M) and CSR Committee (C) 				<ul style="list-style-type: none"> • DEN Networks Limited – Audit Committee (M), Nomination and Remuneration Committee (M), Risk Management Committee (M), CSR Committee (M) and Stakeholder Relationship Committee (M) • Alembic Pharmaceuticals Limited – Audit Committee (M), Nomination and Remuneration Committee (M) • SBI Mutual Fund Trustee Co. Pvt Ltd – Risk Management Committee (M) 		

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise, in the Resolution at Item No.5 of the Notice to the extent of the share of commission that may be received by them. The Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

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

ANNEXURE I TO THE NOTICE
Details of Directors Retiring by Rotation/Directors proposed to be re-appointed at the 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]

Mrs. Shobha Kapoor	
DIN	00005124
Age	74 Years
Qualification	Under-graduate
Brief Resume	As provided in the Annual Report, and also at the website of the Company at the following link: http://www.balajitelefilms.com/board-of-directors.php
Expertise in specific functional area	Mrs. Shobha Kapoor has been extremely instrumental in transforming the Company from its small beginnings in 1994 to India's largest TV content Company. Since inception, Mrs. Kapoor has been hands on in the Company's operational management and efficiency and in controlling 'on-set' activity.
Experience	29+ years of experience in Media and Entertainment industry.
Relationship with other Directors/ Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor and Mother of Ms. Ektaa R. Kapoor; not related to any other Directors/Key Managerial Personnel.
Terms & Conditions of Re-appointment and details of remuneration sought to be paid	As per the resolution at Item No. 3 of the Notice convening this meeting read with Explanatory Statement thereto.
Remuneration last drawn for the financial year 2022-23	₹ 2,39,88,000/-
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2023	1,10,08,850 Equity shares of Face value of ₹ 2 /- each
No. of Meetings of the Board attended during the financial year 2022-23	4 (four)
Listed entities wherein directorship held as on date of this Notice	<ul style="list-style-type: none"> • Balaji Telefilms Limited
Directorships held in other Companies as on March 31, 2023 with details of listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> • Balaji Motion Pictures Limited • Marinating Films Private Limited • Ding Infinity Private Limited • Balaji Teleproducts Limited • Pantheon Buildcon Private Limited • Balaji Films & Telly Investment Limited • Shri Navnidhi Developers Private Limited <p>Further, Mrs. Shobha Kapoor has not resigned in any listed entities since past three years.</p>
Membership/ Chairpersonship of Committees of Companies as on March 31, 2023	<p>Balaji Telefilms Limited:</p> <ul style="list-style-type: none"> - Stakeholders' Relationship Committee (Member) - Corporate Social Responsibility Committee (Member) - Risk Management Committee (Chairperson)

**Ms. Ektaa R. Kapoor**

DIN	00005093
Age	47 Years
Qualification	Under-graduate
Brief Resume	As provided in the Annual Report, and also at the website of the Company at the following link: http://www.balajitelefilms.com/board-of-directors.php
Expertise in specific functional area	Ms. Ektaa R. Kapoor is credited with revamping India's television landscape. She pioneered an entire genre of television content, heralding India's satellite television boom. Balaji's shows have been and continue to be channel drivers for most general entertainment broadcasters.
Experience	29+ years of experience
Relationship with other Directors/ Key Managerial Personnel	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor; not related to any other Directors/Key Managerial Personnel.
Terms & Conditions of Re-appointment and details of remuneration sought to be paid	As per the resolution at Item No. 4 of the Notice convening this meeting read with Explanatory Statement thereto.
Remuneration last drawn for the financial year 2022-23	₹ 2,39,88,000/-
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2023	1,84,33,254 Equity shares of Face value of ₹ 2 /- each
No. of Meetings of the Board attended during the financial year 2022-23	2 (two)
Listed entities wherein directorship held as on date of this Notice	<ul style="list-style-type: none"> Balaji Telefilms Limited
Directorships held in other Companies as on March 31, 2023 with details of listed entities from which the person has resigned in the past three years	<ul style="list-style-type: none"> Balaji Motion Pictures Limited Marinating Films Private Limited Ding Infinity Private Limited Balaji Teleproducts Limited Balaji Films & Telly Investments Limited Ekta K. Securities & Investment Private Limited Pantheon Buildcon Private Limited EK Balaji Collective Private Limited <p>Ms. Ektaa R. Kapoor has not resigned in any listed entities since past three years.</p>
Membership/ Chairpersonship of Committees of Companies as on March 31, 2023	Balaji Telefilms Limited: - Stakeholders' Relationship Committee (Member)

Information required to be given under Clause (B) (iv) of Part II of Schedule V of the Companies Act, 2013 for Item Nos. 3 & 4.

I. General Information:

1. Nature of Industry:

Balaji Telefilms Limited is among the pioneers of the Indian Television and Movie industry, catering to the diverse consumer base across Hindi general entertainment space.

All segments of the Media and Entertainment (M&E) sector in India experienced significant growth in 2022, leading to a total revenue increase of ₹348 Billion (19.9% YoY) to reach ₹2.1 trillion. The industry experienced growth momentum across both traditional media and digital, online gaming and VFX segments. This growth was driven by technology advancement with widespread adoption of smartphones and internet, globalization, content diversity, evolving generational behaviour and supporting Government policies. With such strong momentum, the industry is well-positioned to achieve its projected growth rate of 11.5% in 2023, reaching ₹2.34 trillion and a CAGR of 10.5% to reach ₹2.83 trillion by 2025.

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 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:

Not Applicable

4. Financial Performance based on given indicators:

The financial data as per last audited Standalone Balance Sheet and Financial Statements as on March 31, 2023 is as under:

(₹ in Lacs)	
Particulars	2022-23 (Audited)
Revenues	51,716.55
Expenditure	47,057.91
Operating Profit	4,658.64
Less: Interest	809.99
Less: Depreciation	955.66
Operating Profit after interest and depreciation	2,892.99
Add: Other Income	2,378.58
Profit Before Taxes	5,271.57
Less: Provision for Income Tax	1,379.74
Profit After Taxes	3,891.83

5. Foreign Investments or Collaborators:

At present, the Company does not have any foreign investment or collaboration.

II. Information about Managing Director and Joint Managing Director

1. Background Details:

Mrs. Shobha Kapoor, Managing Director of the Company has been in-charge of Company's operational management and efficiency and in controlling 'on-set' activity. 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. Ektaa R. Kapoor is the Joint Managing Director of the Company. Ms. Kapoor is the creative brain behind the Company's most successful



and famous shows. She ventured into Television Serial production at a very early age and 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. Ms. Ektaa R. Kapoor is the only Indian to feature in the Hollywood Reporters "The 40 Most Influential Women In International Film List".

2. Past Remuneration:

(Amount in ₹)

Name	Designation	Basic Salary	Perquisites, allowance and benefits	Commission	Employer's Contribution to Provident Fund	Total
Shobha Kapoor	Managing Director	1,44,00,000	95,66,400	-	21,600	2,39,88,000
Ektaa R. Kapoor	Joint Managing Director	1,44,00,000	95,66,400	-	21,600	2,39,88,000

All above figures are per annum and pertains to financial year 2022-23.

3. Awards and Recognition:

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

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms. Ektaa R. Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms. Ektaa R. Kapoor & 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. Ektaa R. Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms. Ektaa R. Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms. Ektaa R. Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms. Ektaa R. Kapoor
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer	Ms. Ektaa R. Kapoor
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television	Ms. Ektaa R. Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ektaa R. Kapoor
Indian Business Awards	2017	Business Today's Most Powerful Women	Ms. Ektaa R. Kapoor
KhaasRishta Award	2017	KhaasRishta Award	Ms. Ektaa R. Kapoor
ITA Awards	2017	Sterling Icon of Entertainment	Ms. Ektaa R. Kapoor
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year	Ms. Ektaa R. Kapoor

Awarding Entity	Year	Award	Awardee
34 th Annual session of FICCI Ladies Organization	2018	FLO Icon Award	Ms. Ektaa R. Kapoor
Hindustan Times Style Awards	2019	Most Stylish Filmmaker	Ms. Ektaa R. Kapoor
Forbes	2019	Icon of Excellence	Ms. Ektaa R. Kapoor
Maharashtra Achiever's Awards	2019	Content Power House of the Year	Ms. Ektaa R. Kapoor
Fortune India Awards	2019	Most Powerful Business Women of the Year	Ms. Ektaa R. Kapoor
Economic Times	2019	Content Creator of the Year	Ms. Ektaa R. Kapoor
ET Now Business Leader of the Year Awards	2020	Business Woman of the year	Ms. Ektaa R. Kapoor
IWMBUZZ Awards	2020	OTT Disruptor of the Year Award	Ms. Ektaa R. Kapoor
International Quality Awards	2020	Content Creator of the Year	Ms. Ektaa R. Kapoor
Government of India	2020	Padma Shri Award	Ms. Ektaa R. Kapoor
Indian Television Academy Awards	2021	Hall of Fame	Ms. Ektaa R. Kapoor
Midday Hitlist OTT Awards	2021	Industry Leadership Award for ALT Balaji	Ms. Ektaa R. Kapoor
DNA Women Achievers Awards	2023	Entertainment Personality of the Year	Ms. Ektaa R. Kapoor

4. Job Profile and Suitability:

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ektaa R. Kapoor respectively are responsible for the conception of different television shows, digital content and movies 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. Ektaa R. Kapoor come with almost three decade's worth of experience in this domain. 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. Ektaa R. 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 innumerable shows for major broadcasters and have released more than 90 web series online through our digital app ALTT. Over the years, the Balaji Group through its movie business has also demonstrated success in pioneering the production of a differentiated cinematic content across different genres. The Company has been involved in creating a number of commercial as well as critically acclaimed movies and web series.

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 Limited 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. 3 & Item No. 4 of the Notice, respectively. The Members are requested to note that the remuneration proposed under Item No. 3 & Item No. 4 of the Notice is in line with their existing remuneration and no change or revision in remuneration is being proposed.

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. Ektaa R. 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 or other Director:**

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

Except for the transaction disclosed in Note No. 36 of the accompanying Financial Statements, 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. We also undertook cost optimization effort this year that has significantly enabled improvement at EBIDTA level profitability.

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

In recent years, the Company has put in an aggressive plan to improve 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.

As regards Movies segment, our endeavor is to pre-lock revenue deals towards Satellite, Music and Digital which enables us to effectively de-risk our movie business segment to a large extent.

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 Balaji Group.

IV. **Disclosures:**

The information and disclosures of the remuneration package of the Managerial Personnel have been already mentioned in the Annual Report in the Corporate Governance Report Section under the heading Remuneration paid to Directors for the year ended March 31, 2023.