

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.

Tel.: 40698000 • Fax : 40698181 / 82 / 83

Website : www.balajitelefilms.com • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



August 01, 2024

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Stock Code: 532382

National Stock Exchange of India Ltd.

“Exchange Plaza “,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051
Stock Code: BALAJITELE

Sub: Notice of Annual General Meeting (“AGM”) of Balaji Telefilms Limited for the financial year 2023-24.

Dear Sir/Madam,

In continuation to our letter dated July 23, 2024 and in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Notice of the 30th Annual General Meeting scheduled to be held on **Tuesday, August 27, 2024 at 03:00 p.m. IST** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), which is being sent through electronic mode to all the Members of the Company who have registered their e-mail address with the Company/Depository Participant(s).

The Notice of AGM and the Annual Report for the financial year 2023-24, is available on the website of the Company at www.balajitelefilms.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd at www.bseindia.com and www.nseindia.com, respectively, and on the website of Registrar & Transfer Agent of the Company and e-voting agency i.e. KFin Technologies Limited at <https://evoting.kfintech.com/public/downloads.aspx>

Kindly take the same on record.

Thanking You.

Yours truly,

For Balaji Telefilms Limited

Tannu

Sharma

Digitally signed by
Tannu Sharma
Date: 2024.08.01
20:19:43 +05'30'

Tannu Sharma

Company Secretary and Compliance Officer

Membership No – ACS30622

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting ("AGM") of the Members of Balaji Telefilms Limited ("the Company") will be held on **Tuesday, August 27, 2024 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 400053, 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, 2024, 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, 2024, 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, 2024, 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, 2024, 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 Mr. Jeetendra Kapoor (DIN: 00005345), 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 a **Special 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), Regulation 17(1)(A) and other applicable regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jeetendra Kapoor (DIN: 00005345), aged 82 years, who retires by rotation at this Meeting and being eligible, seeks re-appointment, be and is hereby re-appointed."

SPECIAL BUSINESSES:

3. To appoint Mr. Rohit Jain (DIN: 01684970) as Non-Executive Independent Director of the Company for a period of 5 (five) years and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time (**"Listing Regulations"**), the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Rohit Jain (DIN: 01684970), who was appointed as an Additional Director by the Board of Directors with effect from May 28, 2024, who meets the



criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations 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, as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from May 28, 2024 till May 27, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor, Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution, including filing of necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of the above Resolution to all concerned."

4. To appoint of Mr. Avijit Mukerji (DIN: 03534116) as Non-Executive Independent Director of the Company for a period of 5 (five) years and in this regard, to consider and, if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time ("**Listing Regulations**"), the Articles of Association of the Company, and basis

the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Avijit Mukerji (DIN: 03534116), who was appointed as an Additional Director by the Board of Directors with effect from May 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations 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, as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from May 28, 2024 till May 27, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor, Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution, including filing of necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of the above Resolution to all concerned."

5. To approve the continuation of directorship of Ms. Jyoti Deshpande (DIN: 02303283), Non-Executive Non-Independent Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification, the following resolution as **Ordinary Resolution**:

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder

BALAJI TELEFILMS LIMITED

(including any statutory modification(s), amendment(s) thereto or re-enactment (s) thereof for the time being in force), Regulation 17(1D) and other applicable regulations of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended from time-to-time), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for continuation of directorship of Ms. Jyoti Deshpande (DIN: 02303283) as Non-Executive Non-Independent Director of the Company and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor, Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of the above Resolution to all concerned.

- To approve payment of profit-related commission to Mr. Jeetendra Kapoor (DIN: 00005345), Chairman and Non-Executive Director of the Company 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), amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(ca) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (as amended from time-to-time) and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the payment of remuneration by way of profit-related commission to Mr. Jeetendra Kapoor, (DIN: 00005345) Chairman and Non-Executive Director of the Company, exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company for the financial year 2023-24, subject to the limit of 0.80% of the Net Profit as computed in the manner laid down under Section 198 of 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 are necessary to give effect to the above Resolution.

RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of the above Resolution to all concerned."

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, 2024

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 September 25, 2023, May 05, 2022, May 05, 2020, April 13, 2020 and April 08, 2020 (hereinafter referred to as "**MCA Circulars**") and SEBI Circular dated October 07, 2023 and other relevant Circular, if any, 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 30th 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 for businesses to be transacted at the AGM along with 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/continuation at the AGM and other relevant details, as applicable are provided in the **Annexure 1** to the Notice and the Explanatory Statement.
3. 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 30th AGM through VC/ OAVM and cast their votes through e-Voting.
4. 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
5. The Notice of AGM and Annual Report are being sent only in electronic mode to Members whose e-mail address is registered with the Company, Registrar and Share Transfer Agent or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the financial year 2023-24, 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>
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, August 21, 2024** to **Tuesday, August 27, 2024** (both days inclusive).
8. 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.
9. 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., 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, as mandated vide SEBI Circular dated March 16,

BALAJI TELEFILMS LIMITED

2023 (Master circular dated May 17, 2023). Form ISR 1 along with other relevant details are also available at the Company's website at https://www.balajitelefilms.com/important_update_for-physical_shareholders.php

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

- 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.

SEBI also encourages all shareholders to consider the inherent advantages of dematerialization. If you are holding shares of the Company in physical form, kindly dematerialize your shareholding at the earliest.

- Open a demat account with any depository participant (DP)
 - Submit dematerialization request form (DRF) and share certificate with DP
 - DP will forward your demat request to the Company / its RTA
 - Upon confirmation of all formalities, your securities will be dematerialized
- The Board of Directors, at their meeting held on May 30, 2024 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.
 - 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 <https://evoting.kfintech.com/public/Downloads.aspx>.
 - The resolution(s) shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite majority.
 - 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 20, 2024** 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 **Friday, August 23, 2024 (09.00 a.m. IST)** and will end on **Monday, August 26, 2024 (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.

- 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 20, 2024**. 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.
- 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.
- 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 20, 2024**, may obtain the login ID and password for attending the AGM via VC by sending a request at inward.ris@kfintech.com with a copy to investor@balajitelefilms.com.
- During the financial year ended March 31, 2024, the Company has transferred the unpaid or unclaimed interim dividend declared for the



financial year 2015-16 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 17, 2023 (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 can be accessed through the link: www.iepf.gov.in.

19. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2023-24, 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. May 06, 2023. Details of shares transferred to the IEPF Authority are available on the website of the Company at www.balajitelefilms.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
20. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time-to-time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on October 06, 2024 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 dividends transferred to IEPF Authority can be claimed back from them.

Concerned Members/Investors are advised to visit the web-link: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFinTech for lodging claim for refund of shares and/or dividend from the IEPF Authority.

21. SEBI vide Circular dated November 03, 2021 (subsequently amended Circular Nos. dated December 14, 2021, March 16, 2023 and November 17, 2023) has mandated that with effect from April 01, 2024, dividend to security holders holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf
22. SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal ("ODR Portal"), which harnesses online method for resolution, conciliation and arbitration for disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/ RTA and/or through SCORES Platform of SEBI. Web-link to access the said portal is <https://smartodr.in/login>. Detailed circulars in regard to this facility are available on the investor section of the website of the Company at https://www.balajitelefilms.com/Important_Update_for_the_shareholders.php.

GENERAL INSTRUCTIONS:

1. The Members can join the AGM through 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 1,000 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

BALAJI TELEFILMS LIMITED

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., 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 and Listing Regulations.

PROCEDURE FOR REMOTE E-VOTING

- i. The remote e-Voting period will commence on **Friday, August 23, 2024 (09.00 a.m. IST)** and will end on **Monday, August 26, 2024 (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. **Tuesday, August 20, 2024**.
- 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 vide 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 the Registrar and Share Transfer Agent viz. KFintech 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 e-mail 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 KFintech system to participate e-AGM and vote at the 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> <p>I. Visit URL: https://eservices.nsdl.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>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> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>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.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <p>1. Shareholders 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 is www.cdslindia.com and click on login icon & My Easi New.</p> <p>2. 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 KFintech. Click on KFintech e-voting service provider to cast your vote</p> <p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at cdsi website www.cdslindia.com and click on login icon & My Easi New and then click on registration option. Then follow above steps.</p>

Type of shareholders	Login Method
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> 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 & e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, 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 – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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.: 022- 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

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

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (8127), USER ID and password. They will have to follow the following process:
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting

Event Number) 8127, 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.

- After entering these details appropriately, click on “LOGIN”.
- 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., '8127' 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 therein 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 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 authorised 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. 8127**"

Details on Step 3 are mentioned below:

III) 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.

- 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 No. 8127 of the Company. 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 though VC/ OAVM shall open atleast 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. 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 advance via mail mentioning their name, demat account number / folio number, email id, mobile number at investor@balajitelefilms.com till August 20, 2024. Questions /queries received by the Company till August 20, 2024 shall only be considered and responded during the AGM.
- vi. 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.
- vii. 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.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.
- ix. 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. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Tuesday, August 20, 2024**, 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.
- II. 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> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail 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.
 - III. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM within two working days. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
 - IV. 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. Form ISR-1 along with other relevant details are available at Company's website; <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%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.
 - V. 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.

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, 2024

By order of the Board of Directors

For **Balaji Telefilms Limited**

Sd/-

Tannu Sharma

Company Secretary

(Membership No: ACS30622)

BALAJI TELEFILMS LIMITED

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

As required under Section 102 of the Companies Act, 2013 (**"the Act"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India (**"ICSI"**), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item No. 2, 3, 4, 5 & 6 of the accompanying Notice.

ITEM NO. 2:

Mr. Jeetendra Kapoor (DIN: 00005345), a celebrated movie star, starring in more than 200 movies in his career of 50 years, aged about 82 years, joined the Board of Balaji Telefilms Limited on February 1, 2000. Mr. Kapoor, Chairman and Non-Executive Director, is aged more than 75 years and his continuation of Directorship as a Non-Executive Director requires the approval of Members by way of a Special Resolution, pursuant to Regulation 17(1)(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. His period of office is subject to retirement by rotation. Accordingly, the resolution being presented for his reappointment as a director liable to retire by rotation is proposed to be passed as a Special Resolution.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that the Company has benefited immensely through his association, the suggestions he made has enhanced the value of the Company and his contribution has been enormous and beneficial to the Company and have recommended his reappointment as a director liable to retire by rotation, at their meeting held on May 30, 2024. Further details of Mr. Jeetendra Kapoor have been given in the **Annexure 1** to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Ms. Ektaa R. Kapoor, being related to each other are concerned or interested in the resolution.

The Board and the Management recommends the Resolution as set out in the Item No. 2 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.

ITEM NO. 3 & 4:

The Board of Directors of the Company (**"the Board"**) vide circular resolution passed on May 28, 2024, based on the recommendation made by the Nomination and Remuneration Committee (**"NRC"**) and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (**"the Act"**), appointed Mr. Rohit Jain and Mr. Avijit Mukerji as Additional (Non-Executive Independent) Director(s) of the Company for a term of five (5) years with effect from May 28, 2024 to May 27, 2029 (both days inclusive), subject to the approval of the Members by way of Special Resolution.

In terms of Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), and applicable provision of the Companies Act, 2013, approval of the Members is being sought for the appointment of Mr. Rohit Jain and Mr. Avijit Mukerji through Item Nos. 3 & 4, respectively, as set out in this Notice.

The Company has also received notice(s) in writing in terms of Section 160(1) of the Companies Act, 2013, proposing their candidature as Independent Director(s) of the Company.

Mr. Rohit Jain and Mr. Avijit Mukerji have inter-alia furnished the consent to act as Director, confirmation that they are not disqualified from being appointed as a Director, declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Act and Listing Regulations and confirmation that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their respective ability to discharge the duties as Independent Director.

The Company has also received the confirmation from Mr. Jain and Mr. Mukerji stating that they are not debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority.

In the opinion of the NRC and the Board, Mr. Rohit Jain and Mr. Avijit Mukerji fulfil the conditions for independence specified in the Companies Act, 2013 read with the Rules made thereunder, Listing



Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company, and they are independent of the Management. Further, in the opinion of the NRC and Board, they possess requisite skills, experience, knowledge and capabilities identified by the NRC and the Board as required for the role of an Independent Director of the Company.

Mr. Rohit Jain is a Chartered Accountant and LLB by education. He serves as a Senior Partner at Economic Laws Practice (ELP) and co-heads the tax, supply chain and regulatory practices at ELP, a Tier 1 law firm in India. He has over two decades of experience in handling matters related to tax, in both, advisory and litigation matters.

Mr. Avijit Mukerji is a Chartered Accountant and a former partner of PricewaterhouseCoopers Network Firms in India (PwC India) and served the firm for over three decades.

The profile and specific areas of expertise of Mr. Rohit Jain and Mr. Avijit Mukerji and other relevant information as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are appearing hereunder as **Annexure 1** to this Notice.

The NRC and Board is of the view that their extensive experience and expertise in law, taxation, Audit, finance, professional competence, deep knowledge and expertise in Business strategy and governance and their standing in the corporate world will be of great value for the Company and accordingly, the Board recommends their respective appointment as Independent Director of the Company for a term of five consecutive years.

Mr. Rohit Jain and Mr. Avijit Mukerji shall be entitled to receive remuneration by way of fee for attending meetings of the Board or Committee(s) thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

A copy of the draft letter for the appointment of the aforesaid Independent Directors setting out the terms and conditions is available for inspection without any

fee by the Members at the Company's registered office during normal business hours on working days up to **Tuesday, August 27, 2024**, and is also available on our website at https://www.balajitelefilms.com/pdf/Independent%20Director_Letter%20of%20Appointment.pdf

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of Listing Regulations, the approval of the Members is sought for the appointment of Mr. Rohit Jain and Mr. Avijit Mukerji as a Non- Executive, Independent Directors of the Company, by way of Special Resolutions as set out above as Item No. 3 & 4, respectively.

None of the Director, Key Managerial Personnel or their relatives except Mr. Rohit Jain and Mr. Avijit Mukerji to whom the respective resolution is related, to the extent of their appointment, are interested in or concerned with the resolution set out at Item No. 3 and 4, respectively.

The Board and the Management recommends the Resolution as set out in the Item Nos. 3 and 4 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolutions.

ITEM NO. 5:

The Members are requested to note that pursuant to amendments made in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") vide SEBI Notification dated June 14, 2023, the continuation of a Director serving on the board, effective April 01, 2024, shall be subject to the approval of shareholders by way of Ordinary resolution in a general meeting, at least once in every five years, from the date of appointment/reappointment of such Director.

The Members are informed that Ms. Jyoti Deshpande was appointed as an Additional Non-Executive Non-Independent Director effective March 23, 2018 and the said appointment was approved by the Members of the Company at the Annual General Meeting held on August 31, 2018. Accordingly, in keeping with Regulation 17(1D) of Listing Regulations, it is proposed to seek shareholders' approval for continuation of directorship of Ms. Jyoti Deshpande.

BALAJI TELEFILMS LIMITED

Ms. Jyoti Deshpande is an industry veteran with over three decades of experience in the Media and Entertainment business. The profile and specific areas of expertise of Ms. Deshpande and other relevant information is appearing hereunder as **Annexure 1** to this Notice.

The Nomination and Remuneration Committee (**NRC**) and the Board of Directors is of the view that her extensive experience and expertise in M&E sector and standing in the corporate world will be of great value for the Company, and therefore the continuation of her directorship as a Non-Executive Director was recommended by the NRC and Board at their meeting held on May 30, 2024. There is no change in the remuneration, and Ms. Jyoti Deshpande shall continue to be entitled to receive remuneration by way of fee for attending meetings of the Board or Committee(s) thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

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. 5 have been given in **Annexure 1** to this Notice.

Ms. Jyoti Deshpande is interested in the Resolution set out at Item No. 5 of the Notice with regard to continuation of her term as Non-Executive Non-Independent Director of the Company. The relatives of Ms. Jyoti Deshpande 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. 5 of the Notice.

The Board and the Management recommends the Resolution as set out at Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of Ordinary Resolution.

ITEM NO. 6:

The Members of the Company at the 29th Annual General Meeting held on August 17, 2023 had approved the payment of commission to Non-

Executive Directors of the Company for a period of 5(five) years. All Non-Executive Directors including the Chairman, Mr. Jeetendra Kapoor, have been making outstanding advisory contribution to the business of the Company. Such payment shall be in addition to sitting fees being paid for attending the Board/Committee meeting(s).

Pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, approval of the shareholders by way of Special Resolution shall be obtained every year in which the annual remuneration payable to single Non-Executive Director exceeds fifty per cent of the total annual remuneration payable to all Non-Executive Directors. Accordingly, since the remuneration (in the form of profit-linked commission) payable to Mr. Jeetendra Kapoor, who is the Chairman and Non-Executive Director (also one of the Promoter of the Company), exceeds 50% of total annual remuneration (in the form of commission) payable to all Non-Executive Directors of the Company for the financial year 2023-24, the Board of Directors of the Company at their meeting held on May 30, 2024, basis the recommendation of Nomination & Remuneration Committee, have proposed to seek approval of the shareholders by way of Special Resolution for payment of such remuneration to Mr. Jeetendra Kapoor for the financial year 2023-24. It may further be noted that he is not drawing any remuneration from the Company, apart from the profit-linked commission and sitting fee payable to the Non-Executive Directors.

The disclosure required to be submitted pursuant to Secretarial Standard-2 on General Meeting issued by ICSI and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Mr. Jeetendra Kapoor as on date of this Notice is given hereinbelow as **Annexure 1**.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Ms. Ektaa R. Kapoor, being related to each other are concerned or interested in the resolution.

The Board and the Management recommends the Resolution as set out in the Item No. 6 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.



ANNEXURE 1

**Details of Directors retiring by rotation/Directors proposed to be appointed/continuation
of directorship 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]*

	Mr. Jeetendra Kapoor	Mr. Rohit Jain	Mr. Avijit Mukerji	Ms. Jyoti Deshpande
DIN	00005345	01684970	03534116	02303283
Age	82 Years	46 Years	54 Years	53 Years
Qualification	Graduate	Chartered Accountant and LLB	Chartered Accountant	MBA- University of Mumbai
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	<p>Mr. Jeetendra Kapoor is a celebrated movie star, starring in more than 200 movies in his career of 50 years. He is particularly popular as a romantic lead and for his flair for dance. He is also a reputed TV and film producer.</p> <p>The detailed profile forms part of this Annual Report and can also be accessed at the company's website www.balajitelefilms.com</p>	<p>Mr. Rohit Jain is a Senior Partner at Economic Laws Practice (ELP) and co-heads the tax, supply chain and regulatory practices at ELP, a Tier 1 law firm in India. Mr. Jain has deep expertise in tax advisory and litigation and regularly advises Fortune 500 companies and large domestic manufacturing and services companies on the full spectrum of tax related issues.</p> <p>Mr. Rohit Jain is also highly respected for his expertise in trade regulations and is especially recognized for his knowledge in foreign trade policy (FTP), supply chain optimization, export controls and customs issues.</p> <p>The detailed profile forms part of this Annual Report and can also be accessed at the company's website www.balajitelefilms.com</p>	<p>Mr. Avijit Mukerji is a Chartered Accountant. He is a former partner of Price water house Coopers Network Firms in India (PwC India) and served the firm for over three decades. He held several leadership roles within PwC India including as a member of the PwC India Board, PwC India Leadership as well as India Assurance Leadership. He is a past Chairman of CII West Bengal and was also member of the executive committees of AMCHAM eastern region and Indian Chamber of Commerce.</p> <p>The detailed profile forms part of this Annual Report and can also be accessed at the company's website www.balajitelefilms.com</p>	<p>Ms. Jyoti Deshpande is an industry veteran with over three decades of experience in the Media and Entertainment business.</p> <p>Jyoti joined Reliance Industries in 2018 as President – Media Business. Jio Studios which she incubated ground up, has become the leading Indian content studio in just six years, with over 150 films and web series in multiple Indian languages, signifying the consolidation and 'Jiofication' of the fragmented content industry.</p> <p>An industry captain, Jyoti has served as the Chairman, Media & Entertainment Committee, FICCI and works alongside the government and industry colleagues to champion relevant initiatives. She regularly features among Fortune India as well as Business Today's 50 Most Powerful Women in Business lists, both of</p>

BALAJI TELEFILMS LIMITED

	Mr. Jeetendra Kapoor	Mr. Rohit Jain	Mr. Avijit Mukerji	Ms. Jyoti Deshpande
				which celebrate the journeys and triumphs of women who not only impact their organization but are also thought leaders in their industry. She is a member of the prestigious BAFTA as well as IEMMY. The detailed profile forms part of this Annual Report and can also be accessed at the company's website www.balajitelefilms.com
Experience	50+ years of experience in Media and Entertainment industry.	Over two decades of experience in handling matters related to tax, in both, advisory and litigation matters.	35 years of experience as a finance professional.	30+ years of experience in Media and Entertainment industry.
Relationship with other Directors/ Key Managerial Personnel	Husband of Mrs. Shobha Kapoor and Father of Ms. Ektaa R. Kapoor; not related to any other Director/ Key Managerial Personnel of the Company	He is not related to any Director/Key Managerial Personnel of the Company.	He is not related to any Director/ Key Managerial Personnel of the Company.	She is not related to any Director/Key Managerial Personnel of the Company.
Terms & Conditions of Re-appointment and details of remuneration sought to be paid and justification for appointment	As per the resolution at Item No. 2 and 6 of the Notice convening this meeting read with Explanatory Statement thereto.	As per the Resolution at Item No. 3 of the Notice read with Explanatory Statement thereto.	As per the Resolution at Item No. 4 of the Notice read with Explanatory Statement thereto.	As per the Resolution at Item No. 5 of the Notice read with Explanatory Statement thereto.
Remuneration last drawn for financial year 2023-24 (including sitting fee and commission)	₹ 41,23,964	NIL	NIL	₹ 3,07,017/-
Date of first appointment on the Board	February 01, 2000	May 28, 2024	May 28, 2024	March 23, 2018



	Mr. Jeetendra Kapoor	Mr. Rohit Jain	Mr. Avijit Mukerji	Ms. Jyoti Deshpande
Shareholding in the Company as on March 31, 2024	32,60,522 Equity shares of Face value of ₹ 2 /- each	NIL	NIL	NIL
No. of Meetings of the Board attended during the financial year 2023-24	4 (four)	Not applicable	Not applicable	4 (four)
Listed entities wherein directorship held as on date of this Notice	<ul style="list-style-type: none"> Balaji Telefilms Limited 	<ul style="list-style-type: none"> Balaji Telefilms Limited 	<ul style="list-style-type: none"> Balaji Telefilms Limited 	<ul style="list-style-type: none"> Balaji Telefilms Limited TV 18 Broadcast Limited Network18 Media and Investments Limited
Directorships held in other Companies as on the date of this Notice 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 Ding Infinity Private Limited Balaji Teleproducts Limited Pantheon Buildcon Private Limited Balaji Films & Telly Investment Limited Shri Navnidhi Developers Private Limited Ekta K. Securities & Investment Private Limited Tusshar Infra Developers Private Limited <p>Further, Mr. Jeetendra Kapoor has not resigned in any listed entities since past three years.</p>	<ul style="list-style-type: none"> Stantech Pharmaceuticals Private Limited Sydler Remedies Private Limited Sydler Technologies Private Limited <p>Further, Mr. Rohit Jain has not resigned in any listed entities since past three years.</p>	<ul style="list-style-type: none"> The Bengal Club Limited <p>Further, Mr. Avijit Mukerji has not resigned in any listed entities since past three years.</p>	<ul style="list-style-type: none"> Saavn Media Limited Indiacast Media Distribution Private Limited <p>Further, Ms. Jyoti Deshpande has not resigned in any listed entities since past three years.</p>

BALAJI TELEFILMS LIMITED

	Mr. Jeetendra Kapoor	Mr. Rohit Jain	Mr. Avijit Mukerji	Ms. Jyoti Deshpande
Membership/ Chairpersonship of Committees of Companies as on the date of this Notice	Balaji Telefilms Limited: <ul style="list-style-type: none"> • Stakeholders' Relationship Committee (Chairman) • Corporate Social Responsibility Committee (Chairman) • Audit Committee (Member) • Risk Management Committee (Member) • Nomination and Remuneration Committee (Member) 	Balaji Telefilms Limited: <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination and Remuneration Committee (Member) 	NIL	NIL