

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.:40698000 • Fax : 40698181 / 82 / 83
Website : www.balajitelefilms.com
CIN No. : L99999MH1994PLC082802



August 18, 2022

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: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Voting Results of the 28th Annual General Meeting of the Company held on Thursday, August 18, 2022.

Dear Sir/Madam,

This is in furtherance of our letter dated August 18, 2022 regarding the Proceedings of the Annual General Meeting and pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of the voting results of the 28th AGM for the financial year 2021-22 held on August 18, 2022, in the prescribed format.

We also enclose herewith a copy of the Scrutinizer's Report issued by Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Company Secretaries (Membership No. 39251 and CP No. 16806), who was appointed as the Scrutinizer for the purpose of scrutinizing remote e-voting conducted from August 14, 2022 to August 17, 2022, and the voting conducted through Instapoll at the time of the AGM.

Kindly take the same on record and upload it on your respective websites.

Thanking You.

Yours faithfully,

For Balaji Telefilms Limited

Tannu Sharma
Company Secretary and Compliance Officer
Membership No.: ACS 30622



Format of Voting Result under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Annual General Meeting of the shareholders	August 18, 2022
Total number of shareholders on record date	35329
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of shareholders attended through video conferencing: Promoters and Promoter Group: Public:	3 77




Resolution required: (Ordinary/Special)	Resolution No.1 : Consideration & Adoption of (a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; (b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon - <u>Ordinary Resolution</u>
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	5085	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		5085	0.02	5085	0.00	100	0.00
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361842	2539	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25562193	2539	99.99	0.01
Grand Total		101130443	60277693	59.60	60275154	2539	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'



Resolution required: (Ordinary/Special)				Resolution No.2 : Re-appointment of Ms. Ekta Kapoor (DIN: 00005093), who retires by rotation and being eligible, offers herself for re-appointment - <u>Ordinary Resolution</u>				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	357842	6539	98.20	1.80
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25558193	6539	99.97	0.03
Grand Total		101130443	60277693	59.60	60266069	11624	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



Resolution required: (Ordinary/Special)	Resolution No.3 : Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018) as the Statutory Auditors of the Company for a term of five years and to fix their remuneration - Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	5085	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	5085	0.00	100	0.00
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361842	2539	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25562193	2539	99.99	0.01
Grand Total		101130443	60277693	59.60	60275154	2539	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'



Resolution required: (Ordinary/Special)	Resolution No. 4 : Appointment of Ms. Priyanka Chaudhary (DIN: 06520285) as Non-Executive Director of the Company - Ordinary Resolution
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361832	2549	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25562183	2549	99.99	0.01
Grand Total		101130443	60277693	59.60	60270059	7634	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'



Resolution required: (Ordinary/Special)				Resolution No. 5 : Grant of Stock options exceeding 1% of the issued share capital of the Company to Mr. Abhishek Kumar, Group CEO - <u>Special Resolution</u>				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)] * 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364281	0.76	357473	6808	98.13	1.87
	E-Voting at AGM		25200351	52.66	25200351	0	100	0.00
	Total		25564632	53.43	25557824	6808	99.97	0.03
Grand Total		101130443	60277593	59.60	60265700	11893	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'



AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

Regd. Office: 1703, G-Square Business Park, Sector 30A, Opp. Sanpada Railway Station,
Sanpada, Navi Mumbai -400703, Maharashtra, India

Email: info@avsassociates.co.in

Tel: 022-35119443/022-35119444

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Consolidated Report of Scrutinizer on Remote e-voting and Electronic Voting at the 28th Annual General Meeting

To
Ms. Tannu Sharma-Company Secretary & Compliance Officer
Balaji Telefilms Limited

The 28th Annual General Meeting (“28th AGM or AGM”) of the Shareholders of **Balaji Telefilms Limited** (hereinafter referred as “**the Company**”) held on Thursday, 18th August, 2022 at 03:00 p.m. IST through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively issued by Ministry of Corporate Affairs (“**MCA**”) (collectively referred to as (“**MCA Circulars**”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (“**SEBI Circulars**”) and in compliance with the provisions of the Companies Act, 2013 (“**Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”)

Subject: Consolidated Scrutinizer’s Report on Voting through remote e-voting and electronic voting at the 28th AGM of the shareholders of Company held on Thursday, August 18, 2022 at 03:00 p.m. through video conferencing (“VC”)/other audio-visual means (“OAVM”) in terms of provisions of the Companies Act, 2013 (herein after the ‘Act’ read with the rules made there under and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A. I, Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer in the meeting of the Board of Directors of the Company held on May 20, 2022 to conduct the following:
- (i) **Remote e-voting** process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014; and
 - (ii) **Electronic Voting at the 28th AGM** held on Thursday, 18th August, 2022 under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 further read with MCA Circulars and SEBI Circulars.

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- B. The Compliance with the relevant provisions of the Act and rules made thereunder and applicable regulations of the Listing Regulations read with MCA Circulars and SEBI Circulars in relation to voting through Remote e-voting, Electronic Voting at the AGM and presence of quorum at the AGM on the proposed resolutions mentioned in the Notice dated July 13, 2022 is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes is conducted in a fair and transparent manner and to render scrutinizer report based on reports generated from the electronic voting system provided by KFin Technologies Limited and votes cast by shareholders at the AGM.
- C. Pursuant to section 101, 108 of the Act and Rule 20 Companies (Management & Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the electronic copy of Notice of 28th AGM along with Annual Report was sent to the shareholders whose e-mail addresses are registered with the Company/ Depository Participant/Depository in compliance with MCA Circulars and SEBI Circulars.
- D. The Company had appointed KFin Technologies Limited ('Kfintech') for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.
- E. The members of the Company holding shares as on the "Cut Off" date on Thursday, August 11, 2022 were entitled to vote on the resolutions forming part of the notice of the AGM.
- F. The Company had availed the remote e-voting facility provided by Kfintech for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Sunday, August 14, 2022 (09.00 a.m. IST) and ended on Wednesday, August 17, 2022 (05.00 p.m. IST) and Kfintech remote e-voting portal was blocked in the presence of Mr. Ronak Parakh and Mr. Survesh Upasani who are not in employment of the Company.
- G. I submit a consolidated report on the basis of the votes exercised by the shareholders of the Company through remote e-voting prior to and during the AGM in respect of the said resolutions.

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ORDINARY BUSINESS:**Item No. 1 – Ordinary Resolution**

- a) Adoption of Audited Standalone Financial Statements for the year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon;
- b) Adoption of Audited Consolidated Financial Statements for the year ended March 31, 2022 and the reports of auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	5085	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	5085	0.00	100	0.00
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361842	2539	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25562193	2539	99.99	0.01
Grand Total		101130443	60277693	59.60	60275154	2539	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'

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Item No. 2 – Ordinary Resolution

Re-appointment of Ms. Ekta Kapoor (DIN: 00005093) as a Director of the Company, who retires by rotation and, being eligible offers herself for re-appointment

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	357842	6539	98.20	1.80
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25558193	6539	99.97	0.03
Grand Total		101130443	60277693	59.60	60266069	11624	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'

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Item No. 3 – Ordinary Resolution

Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as the Statutory Auditors of the company for a term of five years and to fix their remuneration.

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	5085	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	5085	0.00	100	0.00
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361842	2539	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	0.00
	Total		25564732	53.43	25562193	2539	99.99	0.01
Grand Total		101130443	60277693	59.60	60275154	2539	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'

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SPECIAL BUSINESS:**Item No. 4 – Ordinary Resolution**

Appointment of Ms. Priyanka Chaudhary (DIN: 06520285) as Non-Executive Director of the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*1 00	(7)=[(5) /(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364381	0.76	361832	2549	99.30	0.70
	E-Voting at AGM		25200351	52.66	25200351	0.00	100	
	Total		25564732	53.43	25562183	2549	99.99	0.01
Grand Total		101130443	60277693	59.60	60270059	7634	99.99	0.01

*No. of votes polled does not include 'no. of votes invalid'

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Item No. 5 – Special Resolution

Grant of Stock options exceeding 1% of the issued share capital of the company to Mr. Abhishek Kumar, Group CEO of the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	Remote e-voting	34732876	34707876	99.93	34707876	0.00	100	0.00
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total		34707876	99.93	34707876	0.00	100	0.00
Public Institutions Holders	Remote e-voting	18547710	5085	0.02	0.00	5085	0.00	100
	E-Voting at AGM		0.00	0.00	0.00	0.00	0.00	
	Total		5085	0.02	0.00	5085	0.00	100
Public - Non Institutions Holders	Remote e-voting	47849857	364281	0.76	357473	6808	98.13	1.87
	E-Voting at AGM		25200351	52.66	25200351	0	100	0.00
	Total		25564632	53.43	25557824	6808	99.97	0.03
Grand Total		101130443	60277593	59.60	60265700	11893	99.98	0.02

*No. of votes polled does not include 'no. of votes invalid'

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