

# Balaji Telefilms Ltd.

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CIN No.: L99999MH1994PLC082802



September 5, 2023

## **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: Minutes of the 29<sup>th</sup> Annual General Meeting of Balaji Telefilms Limited**

Dear Sir/Madam,

Please find attached Minutes of the 29<sup>th</sup> Annual General Meeting of Balaji Telefilms Limited ("the Company") held on Thursday, August 17, 2023. The voting results along with the Scrutinizer's Report was submitted by the Company vide our earlier letter dated on August 17, 2023.

Kindly take the same on record.

Yours truly,

**For Balaji Telefilms Limited**

**TANNU SHARMA**

**Tannu Sharma**  
**Company Secretary and Compliance Officer**  
**Membership No - ACS30622**

**Encl: - a/a**

**MINUTES OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BALAJI TELEFILMS LIMITED HELD ON THURSDAY, AUGUST 17, 2023 AT 03:00 PM IST (INDIAN STANDARD TIME) THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS AT C-13, BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHERI (WEST), MUMBAI - 400053, MAHARASHTRA, DEEMED VENUE FOR THE MEETING**

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**DIRECTORS PRESENT THROUGH VIDEO CONFERENCE:**

Mr. Jeetendra Kapoor	Non-Executive Chairman and as a Member of the Company.  Also, as the Chairman of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company
Mrs. Shobha Kapoor	Managing Director and as a Member of the Company
Mr. D. G. Rajan	Independent Director and as a Member of the Company.  Also, as the Chairman of the Audit Committee & Nomination and Remuneration Committee of the Company
Mr. Arun Kumar Purwar	Independent Director and as a Member of the Company
Dr. Pradeep Kumar Sarda	Independent Director of the Company

**KEY MANAGERIAL PERSONNEL PRESENT THROUGH VIDEO CONFERENCING:**

Mr. Sanjay Dwivedi	Group Chief Operating Officer & Group Chief Financial Officer
Ms. Tannu Sharma	Group Head – Secretarial

1. Authorized Representatives of Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company; MMJB & Associates LLP, Company Secretaries, Secretarial Auditors of the Company and Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries, Scrutinizer joined the meeting through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) by invitation.
2. In aggregate, 60 Members had joined through VC/OAVM.
3. Mr. Jeetendra Kapoor presided over the meeting.
4. The following documents and Registers were made available for inspection to the Members electronically:
  - i. Notice convening the 29<sup>th</sup> Annual General Meeting ("AGM");
  - ii. Board's Report along with Annexures thereto for the financial year ended March 31, 2023;
  - iii. The Audited Financial Statements and Auditors' Report thereon for the financial year ended March 31, 2023;

- iv. The Register of Directors and Key Managerial Personnel and their shareholding;
  - v. The Register of Contracts or Arrangements in which Directors were interested;
  - vi. Secretarial Auditors' Certificate in respect of Employee Stock Option Plan, 2017 adopted by the Company.
5. The meeting commenced at 03.00 PM by welcoming the Members to the 29<sup>th</sup> AGM. The Members were informed that the AGM was conducted through VC in accordance with relevant guidelines and directions issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange of Board of India ("SEBI").
6. Ms. Tannu Sharma apprised the Members that the Company had taken all necessary steps to enable & ensure effective participation and voting by the shareholders of the Company, that the meeting is being recorded and the recorded proceedings of the meeting would be hosted on the website of the Company. All attending shareholders were put on mute for smooth & seamless proceedings of the meeting. Further, she announced that the requisite quorum being present, the meeting was called to order.
7. Ms. Sharma requested the Board of Directors who joined meeting through VC/OAVM to introduce themselves. All Directors introduced themselves to the Members and stated that they had joined the meeting through VC from Mumbai, except Mr. D. G. Rajan who joined the meeting from Chennai. She then informed that Ms. Ektaa R. Kapoor, Joint Managing Director, Ms. Jyoti Deshpande and Ms. Priyanka Chaudhary, Non- Executive Directors, Mr. D.K. Vasal and Ms. Archana Hingorani, Independent Directors had expressed their inability to attend the meeting. In addition to the Board Members, Mr. Sanjay Dwivedi, Group COO and Group CFO, attended the meeting from Mumbai.
8. Thereafter, she apprised the Members that since the meeting is being held through VC/OAVM, there was no requirement to appoint proxies. Further, the Members were informed that the Statutory Registers and Certificate from Secretarial Auditors of the Company certifying that the ESOP Plan of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 were kept open for inspection during the meeting.
9. Ms. Sharma stated that as per the relevant circulars issued by MCA and SEBI, the AGM Notice and the Annual Report were sent only in electronic mode to Members whose e-mail addresses were registered with the Company, Kfin Technologies Limited or the Depository Participant(s). Further, Members were informed that the Company had provided the facility of e-voting through remote e-voting and e-voting during the AGM using InstaPoll facility.
10. Ms. Sharma then requested Mr. Sanjay Dwivedi to address the questions sent by Members. Thereafter, the questions sent by the Members i.e. Ms. Lekha Shah, Mr. Yogesh Vesvikar, Mr. Rajendra Prasad Joshi, Mr. Yusuf Rangwala, Mr. Tushar Soda, Mr. Vinod Agarwal and Mr. Kirti Shah were addressed by Mr. Sanjay Dwivedi, Group CFO & COO.
  - i) The Members appreciated the group numbers and the management of finances and financial presentation of the Company.
  - ii) Some of the queries from Members were as follows:
    - How much revenue is generated from new releases like Kathal?
    - How are our subsidiary companies are performing?
    - Why the Annual Report is only of 295 pages this year?
    - Why no dividend has been declared for FY 2022-2023?
    - Out of the three business verticals, i.e. Movie, TV and streaming, which one is more profitable?
    - Which new projects/ movies are in pipeline?
    - Who are all Balaji's competitors?
    - What is Capex plan for the next year?
    - Does our company has any acquisition or mergers plans?

- How do we safeguard our original content against piracy and illegal distribution and what steps our company is taking to safeguard our income?
- What is the monetization plan for the strategy with the strategy collaboration with the leading OTG players?
- What is the aspiration and plans to monetize opportunities for existing and future projects?
- Why our company PE is so high?
- Why Net Profit is so high in March 2023 quarter against December 2022 quarter?
- How much investments we have in listed and unlisted companies at group level?
- How much land assets we have?

Mr. Dwivedi responded to all the questions received from shareholders and then requested Ms. Sharma to proceed with the rest of the proceedings.

11. Ms. Tannu Sharma then requested the Chairman to address the shareholders.
12. Mr. Jeetendra Kapoor, Chairman presented an overview of the financial report of the Company for the financial year 2022-23 highlighting the Company's progress and achievements in the entertainment domain. He briefly spoke about the Company's continued efforts to build strong brand name and to continue the legacy through offerings across various mediums, that is TV, Movies and Digital. He informed the shareholders that the Company has consolidated its market reputation and credibility in the Media & Entertainment sector that has been painstakingly nurtured over the past 29 years, and this has been possible because of the constant support and unwavering belief of the shareholders. The Company's diversified content portfolio, strategic partnerships and customer-centric approach have been key drivers of its success. He expressed heartfelt gratitude towards the shareholders for the same.
13. The Chairman then requested Mr. Sanjay Dwivedi to apprise the Members about Company's performance during the Financial Year 2022-23. Mr. Dwivedi briefly spoke about the Company's overall and segment wise performance. Mr. Dwivedi handed over the AGM proceedings to Ms. Sharma.
14. Ms. Sharma informed the Members that the AGM Notice, the Auditors' Report on both the Standalone and Consolidated Audited Financial Statements of the Company for the year ended March 31, 2023 were taken as read, since they did not contain any qualifications, observations, comments or other remarks, which had material adverse effect on the functioning of the Company.

Further, attention of the Members was drawn to Secretarial Auditors remark in Secretarial Audit Report stating that the Board composition was not in compliance with Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from May 20, 2022 till September 12, 2022. Ms. Sharma informed the Members that the default w.r.t. Board composition had already been regularized and is in compliance with the applicable laws w.e.f. closing of business hours on September 12, 2022. Thereafter, the Secretarial Audit Report for the financial year 2022-23 was taken as read.

15. Ms. Sharma briefed the Members that as per provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting to the Members to enable to cast their vote electronically. The remote e-voting commenced from Sunday, August 13, 2023 [9:00 a.m.] to Wednesday, August 16, 2023 [5:00 p.m.]. She further informed the Members that voting rights of shareholders was in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date, i.e. Thursday, August 10, 2023. Members who have not voted till date were requested to cast their votes after the AGM using InstaPoll facility provided by KFIN Technologies Limited.
16. Ms. Sharma also informed that Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries was appointed as Scrutinizer for scrutinizing the voting process in a fair and

transparent manner and that the results would be declared after the AGM of the Company and shall be communicated to Stock Exchanges and shall also be displayed on the Company's website and on Register and Transfer Agent's website. Further, the shareholders were informed that the transcript of the meeting shall be made available as soon as possible on the website of the Company.

17. The Members were informed that the resolution(s) set were deemed to be passed, subject to receipt of sufficient votes and that since the AGM is being held through VC/OAVM, the resolutions mentioned in the Notice of AGM have already been put to vote through e-voting, therefore, there will be no proposing and seconding with respect to the proposed resolutions set at this meeting.
18. She then took up the formal agenda of the meeting as set out in the AGM Notice. The ordinary business items were listed as agenda item no. 1 and 2 and special business items are listed as item no. 3, 4 and 5 of the Notice.

#### **Item No. 1**

#### **CONSIDERATION AND ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023:**

Ms. Tannu Sharma took up the first item of the agenda that is the Ordinary Resolution for Item No. 1 of the Notice pertaining to adoption of the Audited Standalone and Consolidated Financial Statements and the Reports of the Board of Directors and the Auditor's Report for the financial year ended March 31, 2023. The Resolution set at Item no. 1 of the Notice read as follows:

- (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."*

#### **Item No. 2**

#### **APPOINTMENT OF A DIRECTOR IN PLACE OF MRS. SHOBHA KAPOOR (DIN: 00005124), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT**

Ms. Sharma read the second item of the Notice that was an Ordinary Resolution for re-appointment of Mrs. Shobha Kapoor who retires by rotation, and being eligible, sought re-appointment at this AGM. The resolution set at Item No. 2 of the Notice read as follows:

***"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."*

### **Item No. 3**

#### **RE-APPOINTMENT OF MRS. SHOBHA KAPOOR (DIN:00005124) AS MANAGING DIRECTOR OF THE COMPANY**

Ms. Sharma read the third item of the Notice that was a Special Resolution pertaining to re-appointment of Mrs. Shobha Kapoor as the Managing Director of the Company. The resolution set at Item No. 3 of the Notice read as follows:

***“RESOLVED THAT*** pursuant to the provisions of Sections 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."*

**Item No. 4**

**RE-APPOINTMENT OF MS. EKTAA R. KAPOOR (DIN:00005093) AS JOINT MANAGING DIRECTOR OF THE COMPANY**

Ms. Sharma then read the fourth item of the Notice that was a Special Resolution pertaining to re-appointment of Ms. Ektaa R. Kapoor as Joint Managing Director of the Company. The resolution set at Item No. 4 of the Notice read as follows:

**“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 chauffer 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.”*

**Item No. 5**

**APPROVAL OF PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY**

Ms. Sharma then read the fifth item of the agenda that was a Special Resolution pertaining to payment of commission to Non-Executive Directors of the Company. The resolution set at Item No. 5 of the notice read as follows:

***“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 Rs. 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.”

19. Ms. Sharma informed that 41 shareholders had requested for physical copy of the Annual Report. Out of the total requests, 39 copies had already been dispatched and the pending requests were in the process of dispatching. Further, she informed the Members that anyone desirous of inspecting the AGM minutes may visit the office of the Company during business hours for such inspection. The e-voting facility remained open on Kfin Technologies Limited website for next 15 minutes after the conclusion of the Meeting for those Members who had not casted their vote via remote e-voting. She then thanked all the Directors, Group COO & CFO and the valued shareholders for attending the Meeting through VC/OVAM.
20. The meeting was concluded at 03.54 p.m.
21. The voting results were declared on August 17, 2023, based on the consolidated report on the results of remote e-voting together with the results of electronic voting facilitated at the AGM of the Scrutinizer dated August 17, 2023.

**Date: September 5, 2023**

**Place: Mumbai**

Sd/-  
**Jeetendra Kapoor**  
**Chairman**  
**(DIN: 00005345)**

SUMMARY OF SCRUTINIZER REPORT

Result of voting through remote e-voting and electronic voting at the 29<sup>th</sup> AGM of the shareholders of Company held on Thursday, 17<sup>th</sup> August, 2023 at 03:00 p.m. through video conferencing (“VC”)/other audio-visual means (“OAVM”) in terms of provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

On the basis of consolidated Scrutinizer’s Report dated August 17, 2023 for remote e-voting and electronic voting at the 29<sup>th</sup> AGM of the Company, Resolution No. 1, 2, 3,4 and 5 were passed with requisite majority.

The summary of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Date of Annual General Meeting of the Shareholders	August 17, 2023
Total number of shareholders on record date	33623
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	1 59

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,47,32,876	3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
Public- Institutions	E-Voting	1,84,87,107	116	0.00	116	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		116	0.00	116	0	100.00	0.00
Public- Non Institutions	E-Voting	4,79,10,460	90,863	0.19	90,188	675	99.26	0.74
	Poll		2,52,00,326	52.60	2,52,00,326	0	100.00	0.00
	Total		2,52,91,189	52.79	2,52,90,514	675	100.00	0.00
	Total	10,11,30,443	5,99,99,181	59.33	5,99,98,506	675	100.00	0.00

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mrs. Shobha Ravi Kapoor (DIN: 00005124), who retires by rotation and being eligible, seeks re-							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,47,32,876	3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
Public- Institutions	E-Voting	1,84,87,107	116	0.00	116	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		116	0.00	116	0	100.00	0.00
Public- Non Institutions	E-Voting	4,79,10,460	90,863	0.19	88,988	1,875	97.94	2.06
	Poll		2,52,00,326	52.60	2,52,00,326	0	100.00	0.00
	Total		2,52,91,189	52.79	2,52,89,314	1,875	99.99	0.01
	Total	10,11,30,443	5,99,99,181	59.33	5,99,97,306	1,875	100.00	0.00

Resolution No.	3							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mrs. Shobha Ravi Kapoor (DIN:00005124) as Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,47,32,876	3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
Public- Institutions	E-Voting	1,84,87,107	116	0.00	0	116	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		116	0.00	0	116	0.00	100.00
Public- Non Institutions	E-Voting	4,79,10,460	90,863	0.19	88,982	1,881	97.93	2.07
	Poll		2,52,00,326	52.60	2,52,00,326	0	100.00	0.00
	Total		2,52,91,189	52.79	2,52,89,308	1,881	99.99	0.01
	Total	10,11,30,443	5,99,99,181	59.33	5,99,97,184	1,997	100.00	0.00

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Ektaa R. Kapoor (DIN: 00005093) as Joint Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,47,32,876	3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
Public- Institutions	E-Voting	1,84,87,107	116	0.00	0	116	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		116	0.00	0	116	0.00	100.00
Public- Non Institutions	E-Voting	4,79,10,460	90,863	0.19	89,988	875	99.04	0.96
	Poll		2,52,00,326	52.60	2,52,00,326	0	100.00	0.00
	Total		2,52,91,189	52.79	2,52,90,314	875	100.00	0.00
	Total	10,11,30,443	5,99,99,181	59.33	5,99,98,190	991	100.00	0.00

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Payment of Commission to Non-Executive Directors of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,47,32,876	3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		3,47,07,876	99.93	3,47,07,876	0	100.00	0.00
Public- Institutions	E-Voting	1,84,87,107	116	0.00	0	116	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		116	0.00	0	116	0.00	100.00
Public- Non Institutions	E-Voting	4,79,10,460	90,863	0.19	88,452	2,411	97.35	2.65
	Poll		326	0.00	326	0	100.00	0.00
	Total		91,189	0.19	88,778	2,411	97.36	2.64
	Total	10,11,30,443	3,47,99,181	34.41	3,47,96,654	2,527	99.99	0.01