



**Balaji Telefilms Limited**

**CIN:** L99999MH1994PLC082802

**Registered Office:** C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (W), Mumbai - 400053, Maharashtra. **Tel:** +91-22-40698000, **Fax:** +91-22-40698181

**Website:** [www.balajitelefilms.com](http://www.balajitelefilms.com), **Email:** [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)

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**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice be and is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular 20/2021 December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (**“MCA Circulars”**) and other notifications, clarifications and circulars issued by the Ministry of Corporate Affairs (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), and other Circulars issued by SEBI, Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the resolutions being set out below are proposed for consideration and approval by the Members of the Company through postal ballot only by way of Remote E-voting process (**“E-voting”**). The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (**“Postal Ballot Notice”**) is annexed hereto.

The Board of Directors of the Company, at its meeting held on Tuesday, February 14, 2023, appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through E-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions mentioned in Note 15 under the section **“Instructions for Members for e-voting”** in this Postal Ballot Notice to cast their vote electronically. Shareholders are requested to cast their vote through the E-voting process not later than **17:00 Hours IST on Wednesday, March 29, 2023** to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared on or before **March 31, 2023** and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Limited (“KFinTech” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website [www.balajitelefilms.com](http://www.balajitelefilms.com)

**SPECIAL BUSINESS:**

**Item No. 1: Approval of Balaji Telefilms – Employee Stock Options Scheme, 2023 (“BALAJI TELEFILMS ESOP Scheme, 2023”) and grant of Employee Stock Options to the Employees of the Company thereafter**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEBSE Regulations”), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, if any, and such other rules, acts, provisions as may be applicable, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Members of the Company be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Scheme, 2023 (“Balaji Telefilms ESOP Scheme, 2023”) and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment of the Company, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company], whether whole-time or otherwise, not exceeding 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options exercisable into not more than 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) equity shares of the Company, under Balaji Telefilms ESOP Scheme, 2023, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to, 1 (One) fully paid-up Equity Share of Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEBSE Regulations and in due compliance with such other applicable laws or guidelines issued by the relevant Authority(ies), as may be applicable.

**RESOLVED FURTHER THAT** all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time-to-time in accordance with the Scheme and such equity shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others,

if any additional Equity Shares are required to be issued by the Company to the Shareholders (“Additional Shares”), the ceiling as aforesaid of 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued, in order to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP Scheme, 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of Members, execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP Scheme, 2023 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time-to-time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP Scheme, 2023.

**RESOLVED FURTHER THAT** Mrs. Shobha Kapoor – Managing Director, Mr. Abhishek Kumar, Chief Executive Officer, Mr. Sanjay Dwivedi, Chief Financial Officer, and Ms. Tannu Sharma, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, being incidental to the effective implementation and administration of Balaji Telefilms ESOP Scheme, 2023 as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

## **Item No. 2: Grant of Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Balaji Telefilms Employee Stock Options Scheme, 2023**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions of the Companies Act, 2013, if any, applicable provisions of the Companies Act, 2013, if any, the Memorandum and Articles of Association of the Company, applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, as amended from time-to-time (hereinafter referred to as “SEBI SBEBSE Regulations”), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, if any, and such other rules, acts, provisions as may be applicable, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the Members be and are hereby accorded respectively to the Balaji Telefilms Employee Stock Option Scheme, 2023 (“Balaji Telefilms ESOP

Scheme, 2023”) and to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (NRC), which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in employment, whether whole time or otherwise, of any existing or future Subsidiary Company(ies) of the Company, whether in or outside India, including any Director of the Company [other than Promoter(s) or persons belonging to the Promoters Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company] not exceeding 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options exercisable into not more than 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) equity shares of the Company, under Balaji Telefilms ESOP Scheme, 2023, with every 1 (One) Option giving the right but not obligation to the holder, to subscribe to 1(One) fully paid Equity Share of Face Value Rs. 2 (Two) each, of the Company, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with the provisions of the Scheme, SEBI SBEBSE Regulations and in due compliance with other applicable laws or guidelines issued by the relevant Authority(ies).

**RESOLVED FURTHER THAT** all actions taken by the Board/NRC in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, under applicable laws and regulations, are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time to time in accordance with the Scheme and such Equity Shares shall rank pari-passu in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any Corporate Action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional Equity Shares are required to be issued by the Company to the Shareholders (“Additional Shares”), the ceiling as aforesaid of 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options and Equity Shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the Equity Shares or other relevant securities of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present Face Value of Rs.2 (Rupees Two) per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board/NRC be and is hereby also authorized at any time to modify, change, vary, amend, suspend or terminate Balaji Telefilms ESOP Scheme, 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, amendment, suspension or termination of Balaji Telefilms ESOP Scheme, 2023 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall confirm to the accounting policies prescribed from time-to-time under any applicable laws and regulations to the extent relevant and applicable to Balaji Telefilms ESOP Scheme, 2023.

**RESOLVED FURTHER THAT** Mrs. Shobha Kapoor – Managing Director, Mr. Abhishek Kumar, Chief Executive Officer, Mr. Sanjay Dwivedi, Chief Financial Officer, and Ms. Tannu Sharma, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, being incidental to the effective implementation and administration of Balaji Telefilms ESOP Scheme, 2023, as also to prefer applications to the appropriate authorities, as also to initiate all necessary actions for the preparation and filing, if required, with SEBI/Stock Exchange(s), and all other documents required to be filed in the above connections and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

**Regd. Office:**

C-13, Balaji House, Dalia Industrial Estate,  
Opp. Laxmi Industries, New Link Road,  
Andheri (West), Mumbai - 400 053.  
CIN: L99999MH1994PLC082802  
Email: [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)  
Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

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

**Sd/-  
Tannu Sharma  
Company Secretary  
Membership No.: ACS 30622**

**Place: Mumbai**

**Date: February 14, 2023**

**Notes:**

1. The relevant Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014 setting out material facts are appended herein below.
2. In accordance with the MCA circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, February 24, 2023 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company/Depositories/Depositories Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under **Note No.11**.
3. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through E-voting mode only.
4. The Company has appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of AVS & Associates, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
5. Pursuant to Section 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities dated December 09, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFinTech as the agency to provide E-voting facility. The instructions for E-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.balajitelefilms.com](http://www.balajitelefilms.com), websites of the Stock Exchanges i.e. BSE Limited (‘BSE’) and

National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of M/s KFin Technologies Ltd. at [www.kfintech.com](http://www.kfintech.com).

7. All the material documents referred in the Explanatory Statement, shall be available for inspection. Members who wish to inspect such documents are requested to send an email to [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, February 24, 2023**, being the cut-off date fixed for the purpose.
9. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Cut-off Date i.e. Friday, February 24, 2023** are entitled to vote and convey their assent or dissent on the Resolutions set forth in this Notice only through E-voting process. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
10. The voting period will commence from **Tuesday, February 28, 2023 at 09:00 hours IST** and ends on **Wednesday, March 29, 2023 at 17:00 hours IST**. The E-voting module shall thereafter be disabled.
11. 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, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana. The Company has sent letters to such shareholders for furnishing relevant details, in compliance with SEBI Circular dated November 3, 2021.

Form ISR 1 along with other details is also available at: <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>.

Members holding shares in dematerialized mode are requested to register/update their email addresses with relevant depository participants.

12. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the e-voting by postal ballot will be announced on or before **Friday, March 31, 2023**, at the registered office of the Company at C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Indl. Estate, New Link Road, Andheri-West, Mumbai - 400053.
13. The declared results along with the report of the scrutinizer shall be submitted to the BSE and NSE and shall be uploaded on the website of the Company [www.balajitelefilms.com](http://www.balajitelefilms.com), website of M/s. KFin Technologies Ltd. at [www.evoting.kfintech.com](http://www.evoting.kfintech.com)
14. On receipt of requisite votes, the resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **March 29, 2023**.
15. **The instructions for Members for e-voting are as under:**

**E-Voting procedure for Individual shareholders holding securities in Demat:**

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 9, 2020, the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by Registrar and Transfer Agents of the Company viz., M/s. KFin Technologies Limited (KFinTech), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

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.

Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form. Members can contact KFintech for any assistance in this regard.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-Voting facility.

**Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:**

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II. Click on the “Beneficial Owner” icon 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></p> <p>II. Select “Register Online for IDeAS” portal.</p> <p>III. Proceed with completing the required fields.</p> <p>3. Alternatively, user not registered for IDeAS e-Services may:</p> <p>I. To register click on link: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>II. Proceed with completing the required fields.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p>

<p>4. By visiting the e-Voting website of NSDL</p> <p>I. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-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 be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
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**Method of Login for individual shareholders holding the securities in demat mode through their depository participants:**

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see E-Voting option. Click on E-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the E-Voting period.

**Important Note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

**For technical Assistance:**

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id’s or contact on the phone numbers provided below:

NSDL	CDSL
Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a>	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Toll free numbers: 1800 1020 990 /1800 224 430	Phone No: 022- 23058738 / 022-23058542-43

**E-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company is pleased to provide E-voting facility to all its shareholders holding securities



in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing E-voting facility to all its members.

- i. The details of the process and manner for E-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the 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 (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e. Balaji Telefilms Limited.
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at [vijay.yadav@avsassociates.co.in](mailto:vijay.yadav@avsassociates.co.in) and may also upload the same in the E-voting module in their login. The scanned image of the above documents should be in the naming format '**BALAJI TELEFILMS EVEN No. 7166**'.
- x. Members can cast their vote online from **Tuesday, February 28, 2023** from **09:00 hours** IST till **Wednesday, March 29, 2023** to **17:00 hours** IST. Voting beyond the said date shall not be allowed and the e-voting facility shall be blocked.
- xi. For Members who have not registered their email addresses, kindly register the same and their mobile numbers at the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

as the postal ballot form and any other documents will not be sent to them in physical mode. The same shall be sent only by email, as permitted pursuant to the relevant Circulars issued by MCA.

- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

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

As required under Section 102 read with Section 110 of the Companies Act, 2013 and Rules made thereunder, and Regulation 6(2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Explanatory Statement setting out the material facts in relation to the proposed Special Resolution(s) for Item No. 1 and Item No. 2 of the accompanying Notice is as follows:

**Item Nos. 1 & 2:**

The Company appreciates the critical role that Employees play in the organizational growth. It strongly feels that the value created by its Employees should be shared with them. The shareholders of the Company, vide resolution passed via Postal Ballot on December 30, 2017 approved the ESOP PLAN, 2017. Since the said Plan is about to expire on March 31, 2023, it is proposed to adopt ESOP Scheme, 2023, in order to continue to promote the culture of Employee ownership throughout the Balaji Group. Accordingly, the approval of the Members is being sought for the grant, issue and allotment of the options to the Employees under Balaji Telefilms ESOP Scheme, 2023 and further implementation of the said Scheme in the Company and Subsidiary(ies) of the Company.

The following Explanatory Statement setting out the material facts in relation to the Special Resolutions No.1 and 2 proposed pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021.

**1. Brief description of the Scheme**

The Balaji Telefilms Employee Stock Option Scheme, 2023 (“BALAJI TELEFILMS ESOP SCHEME, 2023”) encourages a long term and committed involvement of the Employees in the management and future of the Company. The objective of the Scheme is to encourage ownership of the Company’s equity by its Employees on an ongoing basis. The Scheme is intended to reward the Employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme will enable the Company to attract and retain the best available talent by making them partners in business and its growth.

The Scheme seeks to grant to the Employees, options convertible into equal number of Equity Shares of Face Value Rs. 2/- (Two) each of the Company. It further empowers the Board of Directors (or such Committee including the Nomination and Remuneration Committee or such officers of the Company to whom the Board may delegate these powers) to amend, vary or modify the terms and conditions pertaining to the grant of options, pricing of options, issue or allotment of Equity Shares or warrants pursuant to the options, to make adjustments as may be required and to the extent permissible in law for dividends, bonus and other rights that may accrue in respect of the options granted.

**2. Total number of options to be offered/granted**

The total number of options that may be granted under BALAJI TELEFILMS ESOP SCHEME, 2023 shall not exceed 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options exercisable into not more than 53,22,655 (Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) shares of the Company of Face Value Rs. 2/- (Two) each.

3. **Identification of classes of employees entitled to participate and be beneficiaries in the Employee Stock Option Plan:**

The following classes of the Employees are entitled to participate: (i) an Employee of the Company who has been working in India or outside India; or (ii) a Director of the Company, whether a Whole Time Director or not, but excluding an Independent Director; or (iii) an Employee as defined in above clauses (i) or (ii) of any existing or future subsidiary(ies) company, in India or outside India but does not include - (a) an Employee who is a Promoter or a person belonging to the Promoter Group; or (b) a Director who either himself or through his relative or through any body-corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Company.

Resolution under Item No. 2 of this Notice appropriately authorize the Board to grant options to employees of the existing or future subsidiary(ies) of the Company, in any financial year.

4. **Requirements of vesting and period of vesting:**

All the grants made under the Scheme shall, unless otherwise specified in the Grant, vest in the following manner:

Sr. No.	Vesting Date	% of Options Granted that shall Vest
1.	12 months from the Grant Date	25% (Twenty Five)
2.	24 months from the Grant Date	35% (Thirty Five)
3.	36 months from the Grant Date	40% (Forty)
	<b>Total</b>	<b>100% (One Hundred)</b>

5. **Maximum period (subject to Regulation 18(1) or 24(1) of the Regulations, as then case may be) within which the options shall be vested:** The maximum period for vesting of the options is three years from the date of offer/grant.
6. **Exercise Price or pricing formula:** The Exercise Price shall be a price at 25% discount to the last closing market price and may be determined by the Board or the Nomination and Remuneration Committee from time-to-time after considering the Fair Market Value of the shares.
7. **Exercise Period and the process of Exercise:** The Exercise Period would be 3 (Three) years from the date of vesting. The Employee may, at any time during the Exercise Period, and subject to fulfilment of conditions laid out in Balaji Telefilms ESOP Scheme, 2023, exercise some or all of the Vested Options. The options will be exercisable by the Employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Nomination and Remuneration Committee from time to time.
8. **Appraisal Process for determining the eligibility of the employees to ESOPs:** The appraisal process for determining the eligibility of the employee will be specified by the Nomination and Remuneration Committee and will be based on criteria such as role/designation of the employee, length of service with the Company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Nomination and Remuneration Committee at its sole discretion.
9. **Maximum number of options to be issued per employee and in aggregate:** The Scheme provides discretion to the Nomination and Remuneration Committee/Board to determine the Total number of options that may be granted to the employees in any Financial Year {which shall not exceed 53,22,655

(Fifty Three Lakhs Twenty Two Thousand Six Hundred and Fifty Five) options in aggregate}. Further, the maximum number of Options that can be granted to a single Employee under Balaji Telefilms ESOP Scheme, 2023 shall not exceed 1% of the paid-up equity share capital of the Company at the time of grant, without seeking shareholders' approval.

10. **Maximum quantum of benefits to be provided per Employee under the Plan:** The Maximum quantum of benefits underlying the Options issued to an eligible employee shall depend upon the market price of the Share as on the date of sale of Share.
11. **Whether the scheme is to be implemented and administered directly by the Company or through a trust:** The Scheme will be implemented through direct route and administered by the directly by the Company, through Nomination and Remuneration Committee, without forming or involving any Trust.
12. **Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:** The Scheme involves issue of new shares against exercise of options. There is no involvement of trust and therefore there will not be any secondary acquisition.
13. **The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:** Not Applicable
14. **Maximum percentage of secondary acquisition (subject to limits specified under the Regulations) that can be made by the trust for the purposes of the scheme (s):** Balaji Telefilms ESOP Scheme 2023 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Scheme does not envisage any secondary acquisition.
15. **Statement for conformation to the accounting policies specified in Regulation 15:** The Company shall follow the requirements including the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 including any 'Guidance Note on Accounting for employee share-based Payments' issued or prescribed by the competent authorities from time-to-time.
16. **Method which the Company shall use to value its options:** The Company shall use "Fair Value" method to value its options.
17. **Declaration:** In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall be disclosed in the Directors' Report.
18. **Period of lock-in:** The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.
19. **The conditions under which Options vested in employees may lapse e.g. in case of termination of employment for misconduct and the specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** As per the Balaji Telefilms ESOP Scheme, 2023 and in accordance with applicable laws.

**20. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

Not applicable

The resolutions and the terms stated therein as also the terms stated in this Explanatory Statement herein above shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board (the NRC and/or director(s) and/ or officer(s) of the Company, to whom any power may be delegated by the Board in this regard) shall have the sole and absolute authority to modify the terms hereinabove in case of any subsequent changes in law.

Consent of the Members is sought under the applicable provisions of the Companies Act, 2013, SEBI SBEBSE Regulations and other laws, if any, by way of a Special Resolution(s) for Item No. 1 and Item No. 2 as set out above. A draft copy of Balaji Telefilms ESOP Scheme, 2023 is available for inspection at the Company's Registered Office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) till the date of passing of this resolution.

None of the Directors, Managers, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this Resolution, except to the extent of the Shares that may be offered to them under the Scheme.

The Board, accordingly, recommends Special Resolution as set out in Item No. 1 & 2 of this Notice, for the approval by the Members of the Company.

**Regd. Office:**

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Opp. Laxmi Industries, New Link Road,  
Andheri (West), Mumbai - 400 053.  
CIN: L99999MH1994PLC082802  
Email: [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)  
Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

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

**Sd/-  
Tannu Sharma  
Company Secretary  
Membership No.: ACS 30622**

**Place: Mumbai**

**Date: February 14, 2023**