

Balaji Motion Pictures 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. : U22300MH2007PLC168515



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the Members of Balaji Motion Pictures Limited will be held on Friday, August 31, 2018 at 11:15 a.m. at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (West), Mumbai- 400 053, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Ms. Ekta Kapoor (DIN: 00005093), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in the Borrowing Limits of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of Section 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to borrow such sum or sums of money, as may be required, together with the money already borrowed from Balaji Telefilms Limited ("Holding Company"), for the business of the Company in excess of the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided that the total outstanding amount so borrowed shall not exceed the limit of Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) at any one point of time."

4. **Re-appointment of Mr. Duraiswamy Gunaseela Rajan (Din: 00303060) as Independent Director of the company.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. D. G. Rajan (DIN: 00303060), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the



Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019."

5. Re-appointment of Mr. Ashutosh Khanna (Din: 03153990) as Independent Director of the Company.

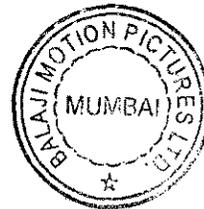
To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ashutosh Khanna (DIN: 03153990) who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019."

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai-400 053, Maharashtra
CIN: U22300MH2007PLC168515

By order of the Board of Directors
For Balaji Motion Pictures Limited



Neha Shah

Neha Shah

Company Secretary
Membership No. A51465

Place: Mumbai

Date: May 19, 2018

NOTES:

1. An explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. The relevant details of the Directors seeking re-appointment/appointment under Item No. 2, 4 and 5 pursuant to Secretarial Standard-2 on General Meetings are annexed.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. If a Proxy is appointed for



more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / letter of authority, as applicable.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM), pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. Attendance slip, proxy form and the route map of the Venue of the Meeting are annexed hereto. Members/Proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books will remain closed from Saturday, August 25, 2018 to Friday, August 31, 2018.
7. Members of the Company had approved the appointment of M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N/ N500016) as the Statutory Auditors at the sixth AGM of the Company held on August 31, 2017 which is valid till conclusion of the AGM to be held in the financial year 2021-22. In accordance with the Companies Amendment Act, 2017, enforced on May 07, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fees by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to and including the date of the Meeting.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra
CIN: U22300MH2007PLC168515

By order of the Board of Directors
For Balaji Motion Pictures Limited



Neha Shah

Neha Shah

Company Secretary

Membership No. A51465

Place: Mumbai

Date: May 19, 2018

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013("the Act"), the following Explanatory Statement sets out all material facts relating to the Business mentioned under item No. 3, 4 and 5 of the accompanying notice:

Item No. 3

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Company's banker in ordinary course of business, beyond the paid - up share capital, free reserves and securities premium of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of the aggregate of its paid -up share capital, free reserves and securities premium up to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only).

None of the Directors or their relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 4 & 5

Mr. Duraiswamy Gunaseela Rajan (Din: 00303060) and Mr. Ashutosh Khanna (Din: 03153990) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Rajan and Mr. Khanna hold office as Independent Directors of the Company up to March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended the re-appointment of Mr. Rajan and Mr. Khanna as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Rajan and Mr. Khanna would be beneficial to the Company and it is desirable to continue their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Rajan and Mr. Khanna as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company. Mr. Rajan and Mr. Khanna are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing under Section 160 of the Act proposing their candidature for the office of Independent Directors of the Company and declarations under sub-section (6) of Section 149 of the Act that they meet with the criteria of independence from them. Further details of



Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4 and 5 have been given in the Annexure to this Notice.

Copy of draft letters of appointment of Mr. Rajan and Mr. Khanna setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Rajan and Mr. Khanna are interested in the resolutions set out respectively at Item Nos. 4 & 5 of the Notice with regard to their respective re-appointments. The relatives of them may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolution as set out in the Item Nos. 4 and 5 of the accompanying Notice for the approval by the Members of the Company.



ANNEXURE

**Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting
[Pursuant to Secretarial Standard- 2 on General Meetings]**

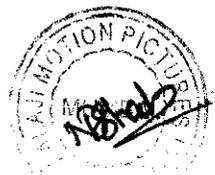
Ms. Ekta Kapoor	
Age	43 Years
Qualification	Under graduate
Experience	20 + years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	Ms. Ekta Kapoor being a Non-Executive Director of the Company is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	March 09, 2007
Shareholding in the Company as on March 31, 2018	1 Equity Share of Rs. 10/- each jointly with Balaji Telefilms Limited
Relationship with other Directors	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor, Sister of Mr. Tusshar Kapoor and not related to any other Director
No. of Meetings of the Board attended during the financial year 2017-18	4
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> • Balaji Telefilms Limited • Alt Digital Media Entertainment Limited • Chhyabani Balaji Entertainment Private limited • Marinating Films Private Limited • Balaji Teleproducts Limited • Ekta K. Securities & Investment Private Limited • Balaji Films & Telly Investment Limited • Perisos Media Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<ul style="list-style-type: none"> • Balaji Telefilms Limited • Stakeholder Relationship Committee- Member

Mr. Duraiswamy Gunaseelan Rajan	
Age	77 Years
Qualification	Chartered Accountant
Experience	50 + years of experience in International & Domestic Finance and Direct & Indirect Taxation. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at item No. 4 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Rs. 2,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	July 19, 2010



Shareholding in the Company as on March 31, 2018	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2017-18	4
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> • Balaji Telefilms Limited • Alt Digital Media Entertainment Limited • IFGL Refractories Limited • Havmor Ice Cream Limited • Lotte India Corporation Limited • Betul Wind Farms Limited • Ahlers India Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<p>Balaji Telefilms Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman • Corporate Social responsibility Committee- Member <p>Alt Digital Media Entertainment Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman • Nomination and Remuneration Committee- Member <p>Havmor Ice Cream Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Member • Corporate Social responsibility Committee- Member <p>Lotte India Corporation Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman • Nomination and Remuneration Committee- Chairman • Corporate Social responsibility Committee- Chairman • Stakeholder Relationship Committee- Chairman <p>IFGL Refractories Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member • Nomination and Remuneration Committee- Chairman

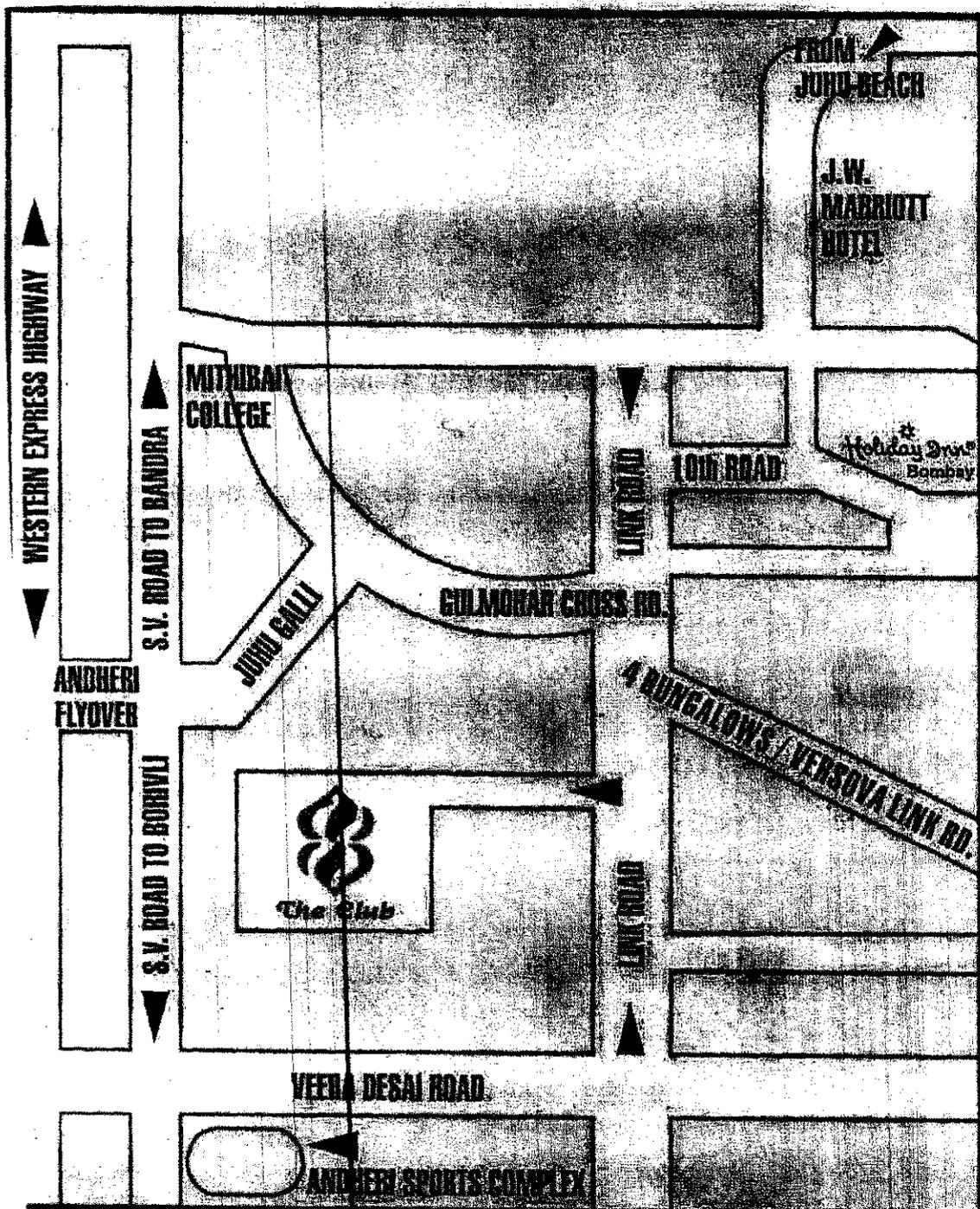
Mr. Ashutosh Khanna	
Age	52 Years
Qualification	Bachelor's Degree in Zoology and Master's in Management.
Experience	27 + years of experience in advertising & consulting. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at item No. 5 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Rs. 2,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 27, 2010
Shareholding in the Company as on March 31, 2018	NIL
Relationship with other Directors/Key	Not related to any other Director/Key Managerial Personnel



Managerial Personnel	
No. of Meetings of the Board attended during the financial year 2017-18	4
Directorships of other Boards as on March 31, 2018	Balaji Telefilms Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	Balaji Telefilms Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee- Chairman • Corporate Social Responsibility Committee- Member



ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Landmark: Opp. D. N. Nagar Police Station



ATTENDANCE SLIP
BALAJI MOTION PICTURES LIMITED

CIN: U22300MH2007PLC168515

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W), Mumbai-400 053, Maharashtra.
Tel No: 022 4069800 Fax No: 022 40698181

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain Additional Slip at the Venue of the Meeting.

Name & Address of the Shareholder:			
DP Id*		Folio No.	
Client Id*		No. of shares	

I hereby record my presence at the 12th Annual General Meeting of the Members of the Company held on Friday, August 31, 2018, at 11:15 a.m. at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053, Maharashtra.

*Applicable for Members holding shares in Electronic form.

Signature of Member / Proxy



BALAJI MOTION PICTURES LIMITED

CIN: U22300MH2007PLC168515

Registered Office C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W), Mumbai - 400 053, Maharashtra.
Tel No: 022 4069800 Fax No: 022 40698181

Form No. MGT-11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member:		Folio No./Client id*:	
Address of the Member:		DP id*:	
E-mail id:			

* Applicable for Members holding shares in Electronic form.

I/We being the member(s) of Balaji Motion Pictures Limited holding _____ shares, hereby appoint

1) Name: _____ E-mail id: _____

Address: _____

Signature _____, or failing him/her

2) Name: _____ E-mail id: _____

Address: _____

Signature _____, or failing him/her

3) Name: _____ E-mail id: _____

Address: _____

Signature _____, or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 12th Annual General Meeting of the members of the Company, to be held on August 31, 2018, at 11:15 a.m. at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053, Maharashtra, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolution	For*	Against*
1.	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Ms. Ekta Kapoor (DIN: 00005093), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Revision in the Borrowing Limits of the Company.		
4.	Re-appointment of Mr. Duraiswamy Gunaseela Rajan (Din: 00303060) as Independent Director of the company.		
5.	Re-appointment of Mr. Ashutosh Khanna (Din: 03153990) as Independent Director of the Company.		

Signed this _____ day of _____ 2018.

Signature of Member(s) _____

Affix a
Revenue
Stamp

Notes:

- * 1. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote at the Meeting in the manner he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
3. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he/she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.