

Balaji Telefilms Ltd.

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



May 27, 2022

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Stock Code: 532382

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai 400051
Stock Code: BALAJITELE

Sub: Annual Secretarial Compliance Report as per Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2022.


Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2022 received from M/s. RM Shah & Co. Company Secretaries

Kindly take the same on record.

Thanking You.

Yours truly,
For Balaji Telefilms Limited


Tanu Sharma



Company Secretary and Compliance Officer
Membership No - ACS30622

Encl: - a/a



RM Shah & Co.
(Company Secretaries)

Address:
A/9, Madhuri,
Shantawadi J.P Road
Andheri West
Mumbai – 400058

Telephone:
9167406373/7977788417,
022 26287703
Email: rashmi@rmshah.in
Website: www.rmshah.in

**Annual Secretarial Compliance Report
pursuant to Regulation 24A of
SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

**Balaji Telefilms Limited
for the year ended March 31, 2022**

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Balaji Telefilms Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2022 (“Review Period”) in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the Company during the review period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Company during the review period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits)



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- Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the review period)*
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not applicable to the Company during the review period)*
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 6 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)], The Company was required to appoint a qualified company secretary as the compliance officer.	The Company has not complied with the provisions of Regulation 6(1) of SEBI (LODR) Regulations 2015, and has not appointed a qualified company secretary as the compliance officer.	The Office of Company Secretary was vacated for more than Six months. The above default has been made good and Ms. Tannu Sharma (ACS 30622) has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. March 15, 2022. Further, The National Stock Exchange of India Limited & BSE Limited has imposed a penalty of Rs. 1,00,300/- each (Inclusive of GST) for such non-compliance from December 20, 2021 upto March 14, 2022.



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2.	As per Regulation 30(2) of SEBI (LODR), The Company was required to make disclosures of any events specified in Para A of Part A of Schedule III which are deemed to be material events.	The Company has not complied with the provisions of Regulation 30(2) of SEBI (LODR). According to which the Company was required to give intimation to the Stock exchanges for the Appointment of Group Chief Executive officer (Group CEO).	The Company has appointed Mr. Nachiket Pantvaitya as Group CEO with effect from July 19, 2021. However, the said appointment was not in compliance with the provisions of Companies Act & SEBI (LODR). However, the Company had ratified the appointment in subsequent Committee and Board meeting held on August 10, 2021. Accordingly, there was a delay in giving the intimation under Regulation 30 of SEBI (LODR) with respect to Appointment of Chief Executive Officer to the Stock Exchanges.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	The National Stock Exchange of India Limited & BSE Limited	As per Regulation 6 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure	The National Stock Exchange of India Limited & BSE Limited has imposed a penalty of Rs. 1,00,300/- each	The said default has been made good and the penalty imposed has for the said non-Compliance has been paid by



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		Regulations, 2015 [SEBI (LODR)], The Company was required to appoint a qualified company secretary as the compliance officer.	GST) for such non-compliance from December 20, 2021 upto March 14, 2022.	other penalties or Strictures were imposed on the Company by the Stock Exchanges, SEBI or other Statutory.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations Made in the secretarial compliance report for the financial year ended on March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The composition of the Board was not complied from April 1, 2020 to August 27, 2020 due to absence of Independent Woman Director as required under Regulation 17(1) of the Listing Regulations.	The composition of the Board was not complied from April 1, 2020 to August 27, 2020 due to absence of Independent Woman Director as required under Regulation 17(1) of the Listing Regulations.	The Company has appointed Dr. Archana Niranjani on the Board of the Independent Woman Director, with effect from August 28, 2020. Further, the penalty imposed by BSE Limited and National Stock Exchange of India Limited has been paid in full by the Company.	The said default has been made good and the penalty imposed has for the said non-Compliance has been paid by the Company. No other penalties or Strictures were imposed on the Company by the Stock Exchanges, SEBI or other Statutory.



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During the period under review, the Company has generally complied with the above mentioned provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. except as mentioned above.

Further, no other penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities relating to the above during the year under review except as mentioned above.

For RM Shah & Co.
(Company Secretaries)



Rashmi Shah
Proprietor

Membership No: A24722

COP No.: 22489

UDIN: A024722D000305563

Date: May 27, 2022
Place: Mumbai