

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 14, 2020

To,

BSE Limited.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Stock Code: 532382

National Stock Exchange of India Ltd.

“Exchange Plaza”,

Bandra-Kurla Complex, Bandra (East),

Mumbai - 400 051

Stock Code: BALAJITELE

Sub: **Submission of Compliance Report on Corporate Governance for the quarter and year ended March 31, 2020.**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Compliance Report on Corporate Governance of Balaji Telefilms Limited, for the quarter and year ended March 31, 2020.

Please note that due to the outbreak of COVID-19, the Company has adopted “Work From Home” as per the directives issued by Central and State Government. Hence, we are submitting Sd/- copy of the attached documents.

Kindly take the same on record.

Yours truly,

For Balaji Telefilms Limited

Sd/-

Simmi Singh Bisht

Group Head Secretarial

Membership No- A23360

Encl: - a/a

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - **Balaji Telefilms Limited**
2. Quarter ending - **March 31, 2020**

I. Composition of Board of Directors												
Title (Mr./Ms.)	Name of the Director	DIN & PAN	Category (Chairman/Executive/Non-Executive/Independent/Nominee)	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Jeetendra Kapoor	00005345 AAEPK1526B	Non-Executive-Non-Independent Chairman	01-02-2000	31-08-2018	-	N.A.	13-04-1942	1	0	2	1
Mrs.	Shobha Kapoor	00005124 AAEPK1531E	Executive Director	10-11-1994	10-11-2018	-	N.A.	01-02-1949	1	0	1	0
Ms.	Ekta Kapoor	00005093 ABOPK8722G	Executive Director	10-11-1994	10-11-2018	-	N.A.	07-06-1975	1	0	1	0
Mr.	Duraiswamy Gunaseela Rajan	00303060 ADJPR0554N	Non-Executive-Independent-Director	19-07-2010	01-04-2019	-	12 months	10-01-1941	2	2	5	4
Mr.	Pradeep Kumar Sarda	00021405 AAJPS0709H	Non-Executive-Independent-Director	17-05-2004	01-04-2019	-	12 months	23-08-1955	2	1	3	1
Mr.	Ashutosh Khanna	03153990 AENPK8162Q	Non-Executive-Independent-Director	27-08-2010	01-04-2019	-	12 months	23-07-1966	1	1	0	0

Mr.	Devender Kumar Vasal	06858991 AABPV9185E	Non-Executive-Independent-Director	15-05-2014	15-05-2019	-	11 months	04-01-1956	2	2	5	0
Mr.	Virendra Babubhai Dalal	00247971 AAGPD5056R	Non-Executive-Independent-Director	12-08-2014	31-08-2015	-	55 months	14-03-1945	1	1	2	0
Mr.	Arun Kumar Purwar	00026383 ADXPP9783F	Non-Executive-Independent-Director	20-05-2015	31-08-2015	-	55 months	14-05-1946	4	4	2	1
Mr.	Anshuman Thakur	03279460 ABRPT5393H	Non-Executive Non-Independent-Director	01-09-2017	-	-	N.A.	15-07-1977	1	0	1	0
Ms.	Jyoti Deshpande	02303283 ATQPD4524P	Non-Executive Non-Independent-Director	23-03-2018	-	-	N.A.	16-12-1970	3	0	0	0
Mr.	Ramesh Sippy	00652881 AAIPS0171L	Non-Executive Non-Independent-Director	01-09-2019	-	-	N.A.	23-11-1943	1	0	0	0
Whether Regular Chairperson appointed – Yes												
Whether Chairperson is related to Managing Director or CEO- Yes												

II. Composition of Committees					
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation	
1. Audit Committee				"SAME AS PREVIOUS QUARTER"	
2. Nomination and Remuneration Committee					
3. Stakeholders Relationship Committee					
4. Corporate Social Responsibility Committee					
5. Risk Management Committee					
			N.A.		
Whether Regular Chairperson appointed for the above Committees- Yes					
III. Meeting of Board of Directors					
Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two-consecutive meetings (in number of days)
13-11-2019	12-02-2020	Yes	9	5	90 days

IV. Meeting of Committees - Audit Committee					
Date(s) of meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present	Date(s) of meeting of the Committee (if any) in the previous quarter	Maximum gap between any two-consecutive meetings (in number of days)
12-02-2020	Yes	4	3	13-11-2019	90 days
V. Related Party Transactions					
Subject				Compliance Status	
Whether prior approval of Audit committee obtained				Yes	
Whether shareholder approval obtained for material RPT				N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes	
VI. Affirmations:					
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 Audit Committee- Yes Nomination & Remuneration Committee- Yes Stakeholders Relationship Committee- Yes Risk Management Committee-Not Applicable 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-- Yes 5. This report and /or report submitted in the previous quarter has been placed before Board of Directors- Yes There were no comments/observations/advice of Board of Directors on the aforesaid report. 					
Name & Designation: Sd/- Simmi Singh Bisht Group Head Secretarial Date: May 14, 2020					

Corporate Governance Report

Name of the Company: Balaji Telefilms Limited

Year Ending: March 31, 2020

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	N.A.
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A	N.A.

It is certified that these contents on the website of the listed entity are correct.

II Annual Affirmations		
Particulars	Regulation Number	Compliance (Yes/No/NA) status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes

Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation: Sd/-

**Simmi Singh Bisht
Group Head Secretarial**

Date: May 14, 2020