

# 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



July 12, 2019

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 ended June 30, 2019.**

Dear Sir/Madam,

With reference to the captioned subject and pursuant to Regulation 27(2) of the 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 ended June 30, 2019.

Kindly take the same on record.

Yours truly,

**For Balaji Telefilms Limited**

**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 - **June 30, 2019**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>DIN and PAN</b>	<b>Category (Chairman/ Executive/Non-Executive/ Independent/Nominee)</b>	<b>Date of Appointment in Current term</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity</b>	<b>Number of membership in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Jeetendra Kapoor	00005345 AAEPK1526B	Non-Executive-Non-Independent Chairman	01/02/2000	N.A.	1	2	1
Mrs.	Shobha Kapoor	00005124 AAEPK1531E	Executive Director	10/11/2018	N.A.	1	1	0
Ms.	Ekta Kapoor	00005093 ABOPK8722G	Executive Director	10/11/2018	N.A.	1	1	0
Mr.	Duraiswamy Gunaseela Rajan	00303060 ADJPR0554N	Non-Executive-Independent- Director	01/04/2019	3 months	2	5	4
Mr.	Pradeep Kumar Sarda	00021405 AAJPS0709H	Non-Executive-Independent- Director	01/04/2019	3 months	2	2	0
Mr.	Ashutosh Khanna	03153990 AENPK8162Q	Non-Executive-Independent- Director	01/04/2019	3 months	1	0	0
Mr.	Devender Kumar Vasal	06858991 AABPV9185E	Non-Executive-Independent- Director	15/05/2019	2 months	1	3	0
Mr.	Virendra Babubhai Dalal	00247971 AAGPD5056R	Non-Executive-Independent- Director	31/08/2015	46 months	1	2	0
Mr.	Arun Kumar Purwar	00026383 ADXPP9783F	Non-Executive-Independent- Director	31/08/2015	46 months	5	2	1
Mr.	Anshuman Thakur	03279460 ABRPT5393H	Non-Executive Non-Independent- Director	31/08/2018	N.A.	1	0	0
Ms.	Jyoti Deshpande	02303283 ATQPD4524P	Non-Executive Non-Independent- Director	31/08/2018	N.A.	3	0	0



<b>II. Composition of Committees</b>				
<b>Name of Committee</b>	<b>Name of Committee Members</b>	<b>Category (Chairperson/Executive/Non Executive/Independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
<b>1. Audit Committee</b>	Duraiswamy Gunaseela Rajan	Chairman - Non-Executive - Independent Director	19-07-2010	-
	Jeetendra Kapoor	Member - Non-Executive - Non-Independent Director	17-07-2000	-
	Devender Kumar Vasal	Member - Non-Executive - Independent Director	15-05-2014	-
	Virendra Babubhai Dalal	Member - Non-Executive - Independent Director	12-08-2014	-
	Pradeep Kumar Sarda	Member - Non-Executive - Independent Director	17-05-2004	-
<b>2. Nomination and Remuneration Committee</b>	Ashutosh Khanna	Chairman - Non-Executive - Independent Director	27-08-2010	-
	Jeetendra Kapoor	Member - Non-Executive - Non - Independent Director	30-01-2003	-
	Devender Kumar Vasal	Member - Non-Executive - Independent Director	15-05-2014	-
	Pradeep Kumar Sarda	Member - Non - Executive - Independent Director	27-07-2006	-
<b>3. Stakeholders Relationship Committee</b>	Jeetendra Kapoor	Chairman - Non-Executive-Non-Independent Director	12-12-2000	-
	Shobha Kapoor	Member - Executive Director- Non-Independent Director	12-12-2000	-
	Ekta Kapoor	Member - Executive Director- Non-Independent Director	12-12-2000	-
	Devender Kumar Vasal	Member - Non - Executive- Independent Director	15-05-2014	-
<b>4. Risk Management Committee</b>	<b>Not Applicable</b>			
<b>5. Corporate Social Responsibility Committee</b>	Jeetendra Kapoor	Chairman - Non-Executive Non-Independent Director	15-05-2014	-
	Duraiswamy Gunaseela Rajan	Member - Non - Executive Independent Director	15-05-2014	-
	Shobha Kapoor	Member - Executive Director - Non - Independent Director	15-05-2014	-
	Ashutosh Khanna	Member - Non - Executive Independent Director	15-05-2014	-
<b>III. Meeting of Board of Directors</b>				
<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Date(s) of meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two-consecutive meetings (in number of days)</b>		
12.02.2019	22.05.2019	98 days		
<b>IV. Meeting of Committees - Audit Committee</b>				
<b>Date(s) of meeting of the Committee (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the Committee (if</b>	<b>Maximum gap between any two-consecutive meetings (in number of days)</b>	



		any) in the previous quarter	
22.05.2019	Yes - 4/5	12.02.2019	98 days
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status</b>	
Whether prior approval of Audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
<b>VI. Affirmations:</b>			
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  Audit Committee- <b>Yes</b>  Nomination &amp; Remuneration Committee- <b>Yes</b>  Stakeholders Relationship Committee- <b>Yes</b>  Risk Management Committee- <b>Not Applicable</b></p> <p>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- <b>Yes</b></p> <p>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-- <b>Yes</b></p> <p>5. This report and /or report submitted in the previous quarter has been placed before Board of Directors- <b>Yes</b>  There were no comments/observations/advice of Board of Directors on the aforesaid report.</p>			
Name & Designation: Simmi Singh Bisht Group Head Secretarial			
Date: July 12, 2019			