

# 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



April 12, 2019

To,

**BSE Ltd.**

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: Submission of Compliance Report on Corporate Governance for the quarter ended March 31, 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 March 31, 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 - **March 31, 2019**

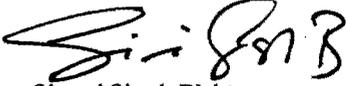
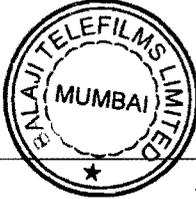
I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	DIN and PAN	Category (Chairman/Executive/Non-Executive/Independent)	Date of Appointment in Current term	Tenure*	No of Directorship in listed entities including this listed entity	Number of membership in Audit/ Stakeholder 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	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.	*Tusshar Kapoor	00005088 AJNPK7579E	Non-Executive-Non-Independent- Director	27/08/2010	N.A.	N.A.	N.A.	N.A.
Mr.	Duraiswamy Gunaseela Rajan	00303060 ADJPR0554N	Non-Executive-Independent- Director	01/04/2014	60 months	2	5	4
Mr.	Pradeep Kumar Sarda	00021405 AAJPS0709H	Non-Executive-Independent- Director	01/04/2014	60 months	2	2	0
Mr.	Ashutosh Khanna	03153990 AENPK8162Q	Non-Executive-Independent- Director	01/04/2014	60 months	1	0	0
Mr.	Devender Kumar Vasal	06858991 AABPV9185E	Non-Executive-Independent- Director	15/05/2014	59 months	1	3	0
Mr.	Virendra Babubhai Dalal	00247971 AAGPD5056R	Non-Executive-Independent- Director	31/08/2015	43 months	1	2	0
Mr.	Arun Kumar Purwar	00026383 ADXPP9783F	Non-Executive-Independent- Director	31/08/2015	43 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.	4	0	0

\*Mr. Tusshar Kapoor ceased to be a Director w.e.f. March 27, 2019



<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</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 meeting (in number of days)</b>		
14.11.2018	12.02.2019	89 days		
<b>IV. Meeting of Committees - Audit Committee</b>				
<b>Date(s) of meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting (if any) in the previous quarter</b>	<b>Maximum gap between any two-consecutive meeting (in number of days)</b>	
12.02.2019	Yes - 5/5	13.11.2018	90 days	
<b>Related Party Transactions</b>				



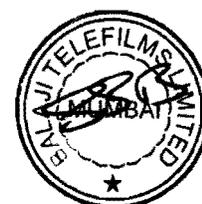
Subject	Compliance Status
Whether prior approval of Audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>V. Affirmations:</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015- Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  Audit Committee- Yes  Nomination &amp; Remuneration Committee- Yes  Stakeholders Relationship Committee- Yes  Risk Management Committee-Not Applicable</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- Yes</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-- Yes</p> <p>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.</p>	
<div style="display: flex; align-items: center;"> <div style="flex: 1;"> <p data-bbox="859 776 1358 829">Name &amp; Designation: Simmi Singh Bisht Group Head Secretarial</p> <p data-bbox="859 829 1075 855">Date: April 12, 2019</p> </div> <div style="flex: 0.5; text-align: center;">   </div> </div>	

## Corporate Governance Report

**Name of the Company:** Balaji Telefilms Limited

**Year Ending:** March 31, 2019

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)</b>	
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.	
New name and the old name of the listed entity	N.A.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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.
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
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

**Name** : Mrs. Simmi Singh Bisht  
**Designation** : Group Head Secretarial

