

# 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 13<sup>th</sup> Annual General Meeting of the Members of Balaji Motion Pictures Limited will be held on Friday, August 30, 2019 at 10:00 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, 2019 and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Shobha Kapoor (DIN:00005124), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. Change in Designation of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) from Independent Director to Non-Executive Director.

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

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time been in force), consent of the Members be and is hereby accorded to change the designation of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) from Independent Director to a Non-Executive Director with effect from May 22, 2019 and he will be liable to retire by rotation.

**RESOLVED FURTHER** that Mr. Duraiswamy Gunaseela Rajan will be entitled to such sitting fees as payable to the Non-Executive Director of the Company.

**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with Registrar of Companies."



4. Change in Designation of Mr. Ashutosh Khanna (DIN: 03153990) from Independent Director to Non-Executive Director.

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

“**RESOLVED** that pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time been in force), consent of the Members be and is hereby accorded to change the designation of Mr. Ashutosh Khanna (DIN: 03153990) from Independent Director to a Non-Executive Director with effect from May 22, 2019 and he will be liable to retire by rotation.

**RESOLVED FURTHER** that Mr. Ashutosh Khanna will be entitled to such sitting fees as payable to the Non-Executive Director of the Company.

**RESOLVED FURTHER** that any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with Registrar of Companies.”

**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**  
Company Secretary  
Membership No. A51465

Place: Mumbai

Date: May 22, 2019

## 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 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 24, 2019 to Friday, August 30, 2019.
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 eleventh 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. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 w.e.f. May 07, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the thirteenth 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**

**Company Secretary**

**Membership No. A51465**

Place: Mumbai

Date: May 22, 2019

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) was appointed as an Independent Director of the Company for a second term of 5 consecutive years w.e.f. April 01, 2019. However, pursuant to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is not required to appoint Independent Directors on its Board. Therefore, the Board of Directors in its Meeting held on May 22, 2019 approved the change in designation of Mr. Duraiswamy Gunaseela Rajan from Independent Director to Non-Executive Director.

Mr. Duraiswamy Gunaseela Rajan has given his consent to act as Non-Executive Director of the Company. None of the Directors, except Mr. Duraiswamy Gunaseela Rajan are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out in the Item No. 3 of the accompanying Notice for the approval by the Members of the Company.

### Item No. 4

Mr. Ashutosh Khanna (DIN: 03153990) was appointed as an Independent Director of the Company for a second term of 5 consecutive years w.e.f. April 01, 2019. However, pursuant to Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is not required to appoint Independent Directors on its Board. Therefore, the Board of Directors in its Meeting held on May 22, 2019 approved the change in designation of Mr. Ashutosh Khanna from Independent Director to Non-Executive Director.

Mr. Ashutosh Khanna has given his consent to act as Non-Executive Director of the Company. None of the Directors, except Mr. Mr. Ashutosh Khanna are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution as set out in the Item No. 4 of the accompanying Notice for the approval by the Members of the Company.

ANNEXURE

Details of Directors Retiring by Rotation / Seeking Appointment and Re-appointment at the forthcoming Annual General Meeting

[Pursuant to Secretarial Standard- 2 on General Meetings]

<b>Mrs. Shobha Kapoor</b>	
Age	70 Years
Qualification	Under graduate
Experience	20 + years of experience in media and entertainment industry. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	Mrs. Shobha 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, 2019	1 Equity Share of Rs. 10/- each jointly with Balaji Telefilms Limited
Relationship with other Directors	Wife of Mr. Jeetendra Kapoor, Mother of Ms. Ekta 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, 2019	<ul style="list-style-type: none"> <li>• Balaji Telefilms Limited</li> <li>• Chhayabani Balaji Entertainment Private Limited</li> <li>• Marinating Films Private Limited</li> <li>• Alt Digital Media Entertainment Limited</li> <li>• Balaji Teleproducts Limited</li> <li>• Shri Navnidhi Developers Private Limited</li> <li>• Balaji Films &amp; Telly Investment Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<p><b>Balaji Telefilms Limited</b></p> <ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee- Member</li> <li>• Corporate Social Responsibility Committee-Member</li> </ul> <p><b>Alt Digital Media Entertainment Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee- Member</li> </ul>





**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 13th Annual General Meeting of the Members of the Company held on Friday, August 30, 2019, at 10:00 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: \_\_\_\_\_

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 **13th Annual General Meeting** of the members of the Company, to be held on August 30, 2019, at 10:00 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, 2019 and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Shobha Kapoor (DIN:00005124), who retires by rotation and being eligible, offers herself for re-appointment		
3.	Change in Designation of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) from Independent Director to Non-Executive Director		
4.	Change in Designation of Mr. Ashutosh Khanna (DIN: 03153990) from Independent Director to Non-Executive Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

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.

