

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 • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



May 26, 2025

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: 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, 2025.

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 Secretarial Compliance Report for the financial year ended March 31, 2025 issued by AVS & Associates., Practicing Company Secretaries.

The aforesaid information is also being hosted on the website of the Company viz. www.balajitelefilms.com

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For Balaji Telefilms Limited

Tannu Sharma
Company Secretary and Compliance Officer
Membership No.: ACS 30622

AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

Regd. Office: 305, 3rd Floor, Sector 1, Building No.2, Millenium Business Park, Mahape, Navi
Mumbai - 400710, Maharashtra, India

Email: info@avsassociates.co.in

Tel: 022-48012494

Annual Secretarial Compliance Report of by Balaji Telefilms Limited for the year ended March 31, 2025

We, AVS & Associates, Practicing Company Secretaries, have examined:

- (a) All the documents and records made available to us and the explanation provided by **Balaji Telefilms Limited ("the Company or Listed Entity")**;
- (b) The filings/submissions made by the listed entity to the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE');
- (c) Website of the Listed Entity;
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this Report;

for the financial year ended March 31, 2025 ("**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, and 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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI (LODR) Regulations, 2015**");
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the review period**);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (ESOP) Regulations, 2021**");
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the review period**);
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the review period**);

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- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/guidelines issued thereunder are applicable to the listed entity.

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.	01
Compliance Requirement (Regulations/circulars/guidelines including specific clauses)	As per Regulation 17 (1) (b) of the SEBI (LODR) Regulations, 2015, where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.
Regulation / Circular No.	Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015
Deviations	The composition of the Board was not in compliance with Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015 for a certain period of the year, i.e. from April 01, 2024 to May 27,2024.
Action Taken by	BSE and NSE
Type of Action	Imposition of Fine
Details of Violation	Default in composition of Board of Directors as per Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015
Fine Amount	BSE - Rs. 2,80,000/- Excluding GST NSE - Rs. 2,80,000/- Excluding GST
Observations/Remarks of the Practicing Company Secretary	The composition of the Board was not in conformity with the requirements of Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015, for the period from April 1, 2024 to May 27, 2024.
Management Response	<p>The non-compliance was due to the completion of the tenure of certain Independent Directors, which led to a temporary shortfall in the required composition of the board. The Company was actively engaged in the process of identifying and appointing suitable candidates to fill the vacancies in a timely and compliant manner.</p> <p>The Board was reconstituted effective May 28, 2024, with the appointment of new independent directors, thereby restoring full compliance with the provisions of Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015.</p> <p>Furthermore, the Company has duly paid the fines imposed by the stock exchanges in connection with the said non-compliance.</p>
Remarks	-

Sr. No.	02
Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	The listed entity shall constitute a qualified and Independent Audit Committee with the terms and reference as mentioned in Regulation 18 of the SEBI (LODR) Regulations, 2015.
Regulation / Circular No.	Regulation 18(1) of the SEBI (LODR) Regulations, 2015
Deviations	The composition of the Audit Committee was not in compliance with Regulation 18(1) of the SEBI (LODR) Regulations, 2015 for a certain period of the year, i.e. from May 15, 2024 to May 27, 2024.
Action Taken by	BSE and NSE
Type of Action	Imposition of Fine
Details of Violation	Default in composition of the Audit Committee as per Regulation 18 (1) of the SEBI (LODR) Regulations, 2015.
Fine Amount	BSE - Rs. 24,000/- Excluding GST NSE - Rs. 24,000/- Excluding GST
Observations/Remarks of the Practicing Company Secretary	The composition of the Audit Committee was not in conformity with the requirements of Regulation 18 (1) of the SEBI (LODR) Regulations, 2015 for the period from May 15, 2024, to May 27, 2024.
Management Response	<p>This Non-Compliance arose due to the completion of the tenure of one of the Audit Committee member. The Company was proactive in addressing the vacancy and took immediate steps to identify and appoint a suitable replacement in accordance with regulatory requirements. The Audit Committee was duly reconstituted on May 28, 2024, thereby restoring compliance with the prescribed composition norms. The default was made good w.e.f. May 28, 2024, with the appointment of Mr. Rohit Jain as the member of the Audit Committee.</p> <p>Additionally, the Company has duly paid the fines imposed by the stock exchanges in connection with the said non-compliance.</p>
Remarks	-

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Sr. No.	03
Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	The listed entity shall constitute a Nomination and Remuneration Committee with the terms and reference as mentioned in Regulation 19 of the SEBI (LODR) Regulations, 2015.
Regulation / Circular No.	Regulation 19(1) of the SEBI (LODR) Regulations, 2015
Deviations	The composition of the Nomination and Remuneration Committee was not in compliance with Regulation 19(1) of the SEBI (LODR) Regulations, 2015 for a certain period of the year, i.e. from May 15, 2024 to May 27,2024.
Action Taken by	BSE & NSE
Type of Action	Imposition of Fine
Details of Violation	Default in composition of the Nomination and Remuneration Committee as per Regulation 19 (1) of the SEBI (LODR) Regulations, 2015
Fine Amount	BSE - Rs. 24,000/- Excluding GST NSE - Rs. 24,000/- Excluding GST
Observations/Remarks of the Practicing Company Secretary	The composition of the Nomination and Remuneration Committee was not in conformity with the requirements of Regulation 19 (1) of the SEBI (LODR) Regulations, 2015 for the period from May 15, 2024, to May 27, 2024.
Management Response	<p>The non-compliance arose due to the completion of the tenure of one of the member of the Nomination and Remuneration Committee, resulting in a temporary deviation from the prescribed composition requirements. The Company acted promptly and took necessary steps to identify and appoint a suitable replacement in line with applicable regulatory provisions.</p> <p>The Nomination and Remuneration Committee was duly reconstituted on May 28, 2024, thereby reinstating full compliance with the relevant norms. The default was made good w.e.f. May 28, 2024, with the appointment of Mr. Rohit Jain as the member of the Nomination and Remuneration Committee.</p> <p>Furthermore, the Company has paid the fines imposed by the stock exchanges in connection with the said non-compliance.</p>
Remarks	-

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(b) The listed entity has taken the following actions to comply with the observations made in the previous reports of 31.3.2024:

Sr. No.	Not Applicable
Observations/ Remarks of the Practicing Company Secretary in the previous report	
Observations made in the secretarial compliance report for the year ended 31.3.2024	
Compliance Requirement (Regulations/circulars/guidelines including specific clause)	
Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	
Remedial actions, if any, taken by the listed entity	
Comments of the PCS on the actions taken by the listed entity	

(c) We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

NO.	PARTICULARS	COMPLIANCE STATUS (YES/NO/NA)	OBSERVATIONS/ REMARKS BY PCS
01.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	YES	-
02.	Adoption and timely updation of the Policies: (a) All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES	-

03.	Maintenance and disclosures on the Website: <p>a) The Listed entity is maintaining a functional website</p> <p>b) Timely dissemination of the documents/ information under a separate section on the website</p> <p>c) Web links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.</p>	YES	-
04.	Disqualification of Director: <p>None of the Directors (s) of the Company is/ are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.</p>	YES	-
05.	Details related to Subsidiaries of listed entities have been examined w.r.t: <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	YES	-
06.	Preservation of Documents: <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per the Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	-
07.	Performance Evaluation: <p>The listed entity has conducted a performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the</p>	YES	-

	financial year as prescribed in SEBI Regulations.		
08.	Related Party Transactions: (a) The listed entity has obtained prior approval of the Audit Committee for all related party transactions; or (b) In case no prior approval is obtained, the listed entity shall provide detailed reasons along with confirmation of whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	(a) YES (b) NA	- (b) Please refer to point no. 8(a)
09.	Disclosure of events or information: The listed entity has generally provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries, either by SEBI or by Stock Exchanges, are specified in the last column.	NO	Please refer to Sr. No.1, 2 & 3 of Table (a), fines imposed by BSE and NSE under Reg. 17(1)(b), 18(1) & 19(1) of the SEBI (LODR) Regulations, 2015.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on	NA	No such event of the resignation of a statutory auditor occurred during the review period.

	compliance with the provisions of the LODR Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any the SEBI regulation/circular/guidance note etc. except as reported above.	YES	

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the SEBI (LODR) Regulations, 2015.

Assumptions and Limitations of the Scope and Review:

- i. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Listed entity;
- ii. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion;
- iii. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity;
- iv. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity; and
- v. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or whose hands it may come without our prior consent in writing.

For AVS & Associates Company Secretaries

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Partner

Membership No. F11990

C.P. No: 16806

Peer Review No: 1451/2021

UDIN: F011990G000429616

Date: May 24, 2025

Place: Navi Mumbai