

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 31, 2019

To,
BSE Limited.
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: Intimation of 25th Annual General Meeting and Book Closure Date

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") this is to inform you that 25th Annual General Meeting (AGM) of the Members of the Company is scheduled to be held on Friday, August 30, 2019 at 12:00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053, Maharashtra.

Further, pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from Saturday, August 24, 2019 to Friday, August 30, 2019 (both days inclusive) for the purpose of AGM and determining the Members eligible to receive Final Dividend recommended by the Board of Directors for the financial year 2018-19.

Kindly take the same on record and upload it on your respective website.

Thanking you.

Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht
Group Head Secretarial



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Members of Balaji Telefilms Limited will be held on August 30, 2019 at 12:00 Noon at "The Club" 197, D. N. Nagar, Andheri (West), Mumbai – 400 053, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of 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. To declare Final Dividend on Equity Shares for the financial year ended March 31, 2019.

SPECIAL BUSINESS

4. **Appointment of Mr. Ramesh Gopal Sippy (DIN: 00652881) as Non-Executive Director of the Company.**

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

"RESOLVED that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Ramesh Gopal Sippy (DIN: 00652881), who has attained the age of 75 years, in respect of whom Nomination and Remuneration Committee has recommended his appointment to the Board and the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office

of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company w.e.f. September 01, 2019 and shall be liable to retire by rotation.

RESOLVED FURTHER that to give effect to this appointment, Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue Letter of Appointment for and on behalf of the Company."

5. **Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company.**

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

"RESOLVED that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Arun Kumar Purwar (DIN: 00026383), who was appointed as an Independent Director and who holds office of Independent Director up to August 30, 2020 and being eligible, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. August 31, 2020.

RESOLVED FURTHER that to give effect to this appointment, Mrs. Shobha Kapoor, Managing

NOTICE OF THE ANNUAL GENERAL MEETING

Director and Mrs. Simmi Singh Bisht, Group Head Secretarial of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue Letter of Appointment for and on behalf of the Company.”

6. **Continuation of Directorship of Mr. Virendra Babubhai Dalal (DIN: 00247971) as Non-Executive Independent Director of the Company.**

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

“**RESOLVED** that pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and the applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of Mr. Virendra Babubhai Dalal (DIN: 00247971), as Non-Executive Independent Director of the Company who shall attain the age of 75 years on March 14, 2020, during his term as a Non-Executive Independent Director.

RESOLVED FURTHER that to give effect to this appointment, Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group head Secretarial of the Company be and hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution.”

7. **Re-appointment of Mr. Virendra Babubhai Dalal (DIN: 00247971) as an Independent Director of the Company.**

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

“**RESOLVED** that pursuant to the provisions of Sections 149 and 152 read with Schedule IV

and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(1A) and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Virendra Babubhai Dalal (DIN: 00247971), who was appointed as an Independent Director and who holds office of Independent Director up to August 30, 2020 and being eligible, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years on the Board of the Company w.e.f. August 31, 2020.

RESOLVED FURTHER that to give effect to this appointment, Mrs. Shobha Kapoor, Managing Director and Mrs. Simmi Singh Bisht, Group Head Secretarial of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue Letter of Appointment for and on behalf of the Company.”

8. **Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company.**

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

“**RESOLVED** that pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Section 196, 197, 198 and 203 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the

NOTICE OF THE ANNUAL GENERAL MEETING

time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded to increase the remuneration payable to Ms. Ekta Kapoor, Joint Managing Director of the Company for a period of 3 years w.e.f. September 01, 2019 on the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 41,66,667/- per month (i.e. ₹ 5,00,00,000/- per annum)

Commission: Not exceeding 2.5% of the net profit.

2. **Perquisites, Allowances & Benefits:**

PART "A"

- a) **Housing:**
Joint Managing Director shall be entitled to house rent allowance subject to the ceiling of 50% of the basic salary.
- b) **Leave Travel Concession/Allowance:**
Earned Leave and Leave Travel Concession / Allowance for self and family not exceeding 10% of the basic salary.
- c) **Personal Medical and Accident Insurance:**
Personal Medical and Accident Insurance and any other coverage in accordance with the Rules & Regulations of the Company.
- d) **Club Fees:**
Fees of maximum 2 (Two) Clubs (inclusive of Admission and Life Membership fees) to be paid to the Joint Managing Director.
- e) **Medical & Other Allowances:**
Medical and other allowances not exceeding 30% of the basic salary.

PART "B"

- a) **Company's contribution to Provident and other Fund:**
Company's contribution to Provident Fund,

Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- b) **Leave Encashment:**

Encashment of leave at the end of tenure will be permitted in accordance with the rules of the Company. The above perquisites shall not be included in the computation of the ceiling on remuneration.

PART "C"

- a) **Car:**

The Company shall provide such chauffeur driven Car to the Joint Managing Director as may be desired by her for business of the Company.

- b) **Telephone:**

Personal mobile phone and telephone facilities at the residence of the Joint Managing Director for use of Company's business.

- c) **Entertainment Expenses:**

The reimbursement of actual and properly incurred Entertainment Expenses by the Joint Managing Director for legitimate business of the Company.

Any other perquisites, benefits, facilities, allowances and expense as may be decided by the Board from time to time as per the Rules/Schemes of the Company as applicable to Board Members.

Perquisites shall be valued as per Income Tax Rules, wherever applicable and in the absence of any such Rules, perquisites shall be valued at actual cost.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during the term of the Joint Managing Director, Ms. Ekta Kapoor will be paid minimum remuneration as specified in Schedule V to the Companies Act, 2013 as in force.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Ms. Ekta Kapoor, Joint Managing

NOTICE OF THE ANNUAL GENERAL MEETING

Director including Commission and the monetary value of perquisites, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra.

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

Website: www.balajitelefilms.com

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. Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 on General Meeting in respect of the Directors seeking re-appointment at the AGM are provided in the Annexure to the Notice.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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

RESOLVED FURTHER that any Director of the Company and Mrs. Simmi Singh Bisht, Group Head Secretarial be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies."

By order of the Board of Directors
For Balaji Telefilms Limited

Sd/-

Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

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 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.

NOTICE OF THE ANNUAL GENERAL MEETING

6. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and Members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 24, 2019 to Friday, August 30, 2019 (both days inclusive).
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 (except Saturdays, Sundays and Public Holidays) during business hours up to and including the date of the Meeting.
9. The Final Dividend for the financial year ended March 31, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, September 04, 2019 to those Members whose name appears in the Register of Members of the Company as on the record date i.e. Friday, August 23, 2019.
10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and /or bank mandate immediately to their Depository Participants.
11. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to Karvy Fintech Private Limited (Karvy) / Investor Service Department of the Company immediately.
12. Members of the Company had approved appointment of M/s. Price Waterhouse Chartered Accountants LLP, (Firm Registration No. 012754N/ N500016) as Statutory Auditors of the Company at the twenty-third 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 twenty-fifth AGM.
13. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.
14. The Board of Directors, at their meeting held on May 22, 2019 has appointed Mr. Bhavesh Desai, Company Secretary (Membership No. 7899) and Advocate (Advocate No. MAH/711/2019) as scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
15. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, August 23, 2019, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members

NOTICE OF THE ANNUAL GENERAL MEETING

may cast their votes on electronic voting system from any place other than the venue of the Meeting (remote e-voting). The remote e-voting period will commence on Monday, August 26, 2019 (11:30 a.m. IST) and will end on Thursday, August 29, 2019 (5.00p.m. IST). The e-voting module shall be disabled for voting thereafter. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on Friday, August 30, 2019. The e-voting instructions explaining the process of remote e-voting with necessary user ID and password are annexed to this notice.

16. Please note that the Members can opt for only one mode of voting i.e., either by voting at the Meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting but shall not be entitled to cast their vote again. A Member cannot exercise his vote by proxy on e-voting.
17. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, Friday, August 23, 2019. Any person who is in receipt of this notice but is not a member as on the cut-off date, Friday, August 23, 2019 should treat this notice for information purpose only.
18. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Annual General Meeting and holds shares as on the cut-off date, Friday, August 23, 2019, may obtain the login ID and password by sending a request at investor@balajitelefilms.com. However, if such person is already registered with Karvy Fintech Private Limited, for remote e-voting, he may use his existing user ID and password for casting their vote.
19. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) Authority established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on August 31, 2018 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: <https://kosmic.karvy.com/IEPF/IEPFInfo.aspx?q=FDI1Zv0mJjU%3d>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
20. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. November 27, 2018. Details of shares transferred to the IEPF Authority are available on the website of the Company at www.balajitelefilms.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
21. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all Equity Shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on October 11, 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the Equity Shares due for transfer. These details are also available on the Company's website at www.balajitelefilms.com. No claim shall lie against the Company in respect of these Equity Shares post their transfer to IEPF. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned Members/Investors are advised to visit the web-link: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF Authority.

NOTICE OF THE ANNUAL GENERAL MEETING

INSTRUCTIONS FOR E-VOTING:

1. Use the following URL for e-voting: <https://evoting.karvy.com>.
2. Enter the login credentials i.e., user ID and password mentioned in your email/attendance slip/Proxy form/Your Folio No. /DP ID/Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
3. After entering the details appropriately, click on "LOGIN".
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential for casting your vote in a secure manner.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., Balaji Telefilms Limited.
7. On the voting page, the number of Equity Shares (which represents the number of votes) as held by the Member, on the cutoff date will appear.
8. If you desire to cast all the votes assenting / dissenting to the resolution, then enter all Equity Shares and click "FOR" / "AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as on the cutoff date. You may also choose the option "ABSTAIN" and the Equity Shares held will not be counted under either head.
9. Members holding multiple folios / demat account shall choose the voting process separately for each folio / demat account.

10. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

OTHER INSTRUCTIONS:

1. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "download" section of <https://evoting.karvy.com> or contact Karvy Fintech Private Limited. on **1800 345 4001** (toll free).
2. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Karvy / Investor Services Department of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
3. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and the Certificate from Auditors of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, will be available for inspection at the AGM.
4. The Results shall be declared on or after the AGM of the Company. The Results declared shall be communicated to the BSE Limited and National Stock Exchange of India Ltd. within 48



NOTICE OF THE ANNUAL GENERAL MEETING

hours of conclusion of the AGM of the Company. The Results along with the Scrutinizer's Report shall be placed on the Company's website at www.balajitelefilms.com and on Registrar and Transfer Agent's website at www.karvyfintech.com

5. The resolution(s) shall be deemed to be passed on the date of the General Meeting, subject to receipt of sufficient votes.
6. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on bndesai4u@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

7. In case of any query or grievance, please refer to the Help & FAQ section of the website of Karvy Fintech Private Limited at www.karvyfintech.com or call on 040- 67161510 or contact Mrs. Simmi Singh Bisht, Group Head Secretarial at simmi.bisht@balajitelefilms.com or call on +91-022-40698000.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (West), Mumbai - 400 053, Maharashtra.

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

Website: www.balajitelefilms.com

Place: Mumbai

Date: May 22, 2019

**By order of the Board of Directors
For Balaji Telefilms Limited**

Sd/-
Simmi Singh Bisht
Group Head Secretarial
(Membership No. A23360)

NOTICE OF THE ANNUAL GENERAL MEETING

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item No 4 to 8 of the accompanying Notice:

Item No. 4

Mr. Ramesh Gopal Sippy (DIN: 00652881) is a science graduate and has around 50 years of experience in Film Industry. He has been elected as President of Indian Motion Picture Distributors' Association. He is one of the leading Distributor of films in India.

The Board, on the recommendation of Nomination and Remuneration Committee and considering his background and experience in Media & Entertainment Industry, has proposed the appointment of Mr. Ramesh Gopal Sippy as Non-Executive Director of the Company w.e.f. September 01, 2019 and whose office is liable to retire by rotation.

Regulation 17(1A) of the Listing Regulations requires the Company to obtain approval of Members by way of Special Resolution for appointing or continuing the Directorship of a person as a Non-Executive Director who has attained the age of 75 years.

Mr. Ramesh Gopal Sippy is aged 75 years and hence his appointment as Non- Executive Director of the Company requires approval of the Members by way of Special Resolution.

The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company. Mr. Ramesh Gopal Sippy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Further, details of Mr. Ramesh Gopal Sippy have been given in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Shobha Kapoor being related to Mr. Ramesh Gopal Sippy are concerned or interested in the resolution.

Copy of draft letter of appointment of Mr. Ramesh Gopal Sippy setting out the terms and conditions of appointment are available for inspection by the Members at the registered office of the Company.

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

Item No. 5 & 7

Mr. Arun Kumar Purwar (DIN: 00026383) and Mr. Virendra Babubhai Dalal (DIN: 00247971) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges. Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal hold office as Independent Directors of the Company up to August 30, 2020 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal as Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by them during their tenure, the continued association of Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company.

Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as Director.

NOTICE OF THE ANNUAL GENERAL MEETING

The Company has received notice in writing under Section 160(1) of the Act proposing the candidature of Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal, for the office of Independent Director of the Company.

The Company has also received declaration from Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

Further, details of Director whose re-appointment as Independent Director is proposed in Item No. 5 & 7 has been given in the Annexure to this Notice.

Copy of draft letter of appointment of Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal setting out the terms and conditions of appointment are available for inspection by the Members at the registered office of the Company.

Mr. Arun Kumar Purwar and Mr. Virendra Babubhai Dalal are interested in the resolution set out respectively at Item No. 5 & 7 of the Notice with regard to their re-appointment. The relatives of them may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution as set out in the Item No. 5 & 7 of the accompanying Notice for the approval by the Members of the Company.

Item No. 6

Mr. Virendra Babubhai Dalal, Non-Executive Independent Director will attain the age of 75 years on March 14, 2020 and hence his continuation of Directorship as a Non-Executive Director w.e.f. March 14, 2020, requires the approval of Members by way of a special resolution, pursuant to Regulation 17(1A) of the Listing Regulations.

The Board based on the performance evaluation of Mr. Virendra Babubhai Dalal considers that given his background, experience and contributions made by

him during his tenure, the continued association of Mr. Virendra Babubhai Dalal would be beneficial to the Company.

Further details of Mr. Virendra Babubhai Dalal have been given in the Annexure to this Notice.

Mr. Virendra Babubhai Dalal is interested in the resolution set out at Item No. 6 of the Notice with regard to his continuation of Directorship. His relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board recommends the Resolution as set out in the Item No. 6 of the accompanying Notice for the approval by the Members of the Company.

Item No. 8

Ms. Ekta Kapoor is the driving creative force behind the Company's most successful and most famous shows. She ventured into Television Serial production at the age of 19. In no time, she altered the face of Indian Television Industry and continues to dominate till date. Her shows have broken all previous records of Television Serial Production and popularity in India. She has driven the success of the motion picture business and is driving leadership in the digital streaming domain.

Considering the progress made by the Company under the able guidance and supervision of Ms. Ekta Kapoor and her expertise in the industry and on the basis of recommendation of Nomination & Remuneration Committee, it is proposed to revise remuneration payable to Ms. Ekta Kapoor as Joint Managing Director of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor being related to each other are concerned or interested in resolution.

The Board recommends the Resolution as set out in the Item No. 8 of the accompanying Notice for the approval by the Members of the Company.

NOTICE OF THE ANNUAL GENERAL MEETING

Information Required Under Clause (B) (iv) of Part II of Schedule V for Item No. 8

I. General Information:

1. Nature of Industry:

The Indian M&E sector grew 13.4% which was higher than the Indian Economy and reached INR 1.67 trillion (USD 23.9 billion) in 2018, and is expected to cross INR 2.35 trillion (USD 33.6 billion) by 2021, at a CAGR of 12%. The M&E sector is seeing the fruits of continued economic growth and India's rising per-capita nominal GDP.

Television, the largest segment, grew at on the back of a strong performance by regional channels, multiple sporting events and high impact properties. The film segment continues to grow domestically and was further supported by the growth in Indian film exports, particularly to China and increasing values for digital rights.

Digital continues to be the fastest growing segment within the Indian M&E space led by digital subscription that grew by over 250% with Indians now starting to pay for online content. Advertising budgets continued their shift towards digital media and now account for 21% of total advertising spends.

2. Date of commencement of Commercial Production:

The Company was incorporated on November 10, 1994. Immediately after incorporation, the Company had commenced production of serials and gradually engaged in the activities of production and distribution of serials, films and other entertainment programs.

3. In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

4. Financial Performance based on given indicators: The financial data as per last audited Balance Sheet as on March 31, 2019 is as under:

(₹ In Lacs)	
Particulars	2018-19 (Audited)
Revenues	44,030.15
Expenditure	42,558.48
Operating Profit	1,471.67
Other Income	2,482.16
Profit Before Taxes	2,645.04
Exceptional items	NIL
Income Tax	632.58
Profit After Taxes	2,012.46

5. Foreign Investments or Collaborators: At present the Company does not have any participation in any foreign investment, nor there is any holding of foreign body corporate in the Company.

II. Information about the Appointees :

1. Background details :

Ms. Ekta Kapoor is the Joint Managing Director of the Company. She is daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and sister of Mr. Tusshar Kapoor. Ms. Ekta Kapoor is the creative force behind the Company's most successful and most famous shows. She ventured into Television Serial Production at the age of 19. In no time, she altered the face of Indian television industry and continues to dominate till date. Her shows have broken all previous records of Television Serial production and popularity in India. She has driven the success of the motion picture business and is driving leadership in the digital streaming domain.

NOTICE OF THE ANNUAL GENERAL MEETING

2. Past remuneration:

(Amount in ₹)

Name	Designation	Basic Salary	Perquisites, allowances & benefits	Commission	Total
Ekta Kapoor	Joint Managing Director	2,22,60,000	-	-	2,22,60,000

Employer Contribution of ₹ 17,28,000 to Provident Fund is not included above.

All above figures are per annum and pertains to FY. 18-19.

3. Recognition and Awards:

Among others, following is the short list of few of the awards won by Ms. Ekta Kapoor, Joint Managing Director:

Awarding Entity	Year	Award
Ernst & Young	2001	Entrepreneur of the Year
The Economic Times Award	2002	Business Woman of the Year
American Biographical Institute	2003	Woman of the Year
Indian Telly Awards	2004	Creative Director of The Year
Indian Telly Awards	2006	Hall of Fame
Star Parivaar Awards	2010	Special Honour
3 rd Boroplus Gold Awards	2010	Hall of Fame
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year
Indian Business Awards	2017	Business Today's Most Powerful Women
KhaasRishta Award	2017	KhaasRishta Award
ITA Awards	2017	Sterling Icon of Entertainment
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year
34 th Annual session of FICCI Ladies Organisation	2018	FLO Icon Award
Hindustan Times Style Awards	2019	Most Stylish Filmmaker
The Economic Times	2019	Content Creator of the Year
ET Edge Maharashtrian Awards	2019	Content Powerhouse
Forbes	2019	Icon of Excellence
Fortune 50	2019	Most Powerful Women in Business
Variety Magazine	2019	Top 500 Global Entertainment Leaders
LinkedIn	2019	League of Global Leaders

NOTICE OF THE ANNUAL GENERAL MEETING

4. Job Profile and Suitability:

As Joint Managing Director, Ms. Ekta Kapoor drives the creation and curation of the content created and produced by and for the Company. She provides strong leadership and brings astute management skills to the Company. Having been instrumental in steering the Company towards being the leader in the television industry in India, Ms. Ekta Kapoor has almost two decade's worth of experience in this domain. She has produced over 175 shows for various entertainment channels, aggregating over 20,000 hours of television content, over 40 movies and over 40 original exclusive series for ALTBalaji. With this extensive experience, she is ideally placed to ensure that the Company continues to make profitable, quality and differentiated content.

Balaji Telefilms Limited has launched several critically acclaimed television serials, over 40 movies and has a rapidly growing digital streaming service (ALT Balaji) in its short tenure within the industry. She has a great understanding of Indian audiences and never ceases to deliver appealing content to the masses. Ms. Ekta Kapoor's leadership and involvement has been significant in steering the Company towards being a front runner in the Indian Media and Entertainment industry. Consequently, her untiring efforts have well positioned Balaji Telefilms to cater to the rapidly growing Indian Entertainment space and to demonstrate excellent growth going forward.

5. Remuneration proposed:

Revise from ₹ 2,40,00,000/- (Rupees Two Crores Forty Lakhs Only) per annum to ₹ 5,00,00,000/- (Rupees Five Crores Only) per annum.

6. Comparative Remuneration profile with respect to Industry, Size of the Company, Profile of the Position and Person:

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Ekta Kapoor, the remuneration

proposed to be paid is commensurate with the remuneration package paid to the similar counterparts in other Companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel:

Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor are relatives of the appointee, who are also inter se related to each other. Except for receipt of rent for immovable property by the appointee and her relatives viz. Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and receipt of dividend by them, if declared by the Company on the share capital held by them, she do not have any material pecuniary relationship with the Company.

III. Other Information:

1. Reasons of inadequate profits:

The content production space operates with certain cyclicalities. In the last couple of years, we have had a number of new shows launching which resulted in higher initial costs. However, as the shows become popular they generate significantly higher profits. We now have a more stable line up of shows with improved profitability as the shows launched in previous years have become daily hits.

2. Steps taken or proposed to be taken for improvement:

In recent years, the Company has put in an aggressive plan to improve the per hour realisation and improve our production costs. We now focus only on prime time shows with higher impact and higher revenues and have seen our average revenue per hour increase year on year.

We also endeavor to control costs by actively monitoring cost for initial episodes and aim to break even relatively faster. The same is visible in the performance of the Company over the last few quarters.



NOTICE OF THE ANNUAL GENERAL MEETING

3. Expected increase in productivity and profits in measurable terms:

We believe all the initiatives listed above will bring and create further value for our shareholders. It will also enhance the revenue potential of the Group, resulting in better and improved profit for the companies of the Balaji Group.

IV. Disclosures:

The information and disclosures of the remuneration package of the Managerial Personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid to Directors for the year ended March 31, 2019.

ANNEXURE

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

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Mr. Ramesh Gopal Sippy	
Age	75 Years
Qualification	B. Sc., University of Bombay
Experience	50 years of experience in Film Industry. He has been elected as President of Indian Motion Picture Distributors' Association. He is one of the leading Distributor of films in India.
Terms & Conditions of Appointment/Re-appointment	In terms of Section 152 of the Companies Act, 2013, Mr. Ramesh Gopal Sippy will be appointed as a Non-Executive Director in Annual General Meeting and is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	N.A.
Remuneration proposed to be paid	As approved by Board of Directors.
Date of first appointment on the Board	N.A.
Shareholding in the Company as on March 31, 2019	Nil
Relationship with other Directors/Key Managerial Personnel	Brother of Mrs. Shobha Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	N.A.
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Raksha Entertainment Private Limited • Indian Motion Picture Distributors Association
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	N.A.

Mrs. Shobha Kapoor	
Age	70 Years
Qualification	Under graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn (including sitting fees, if any)	₹ 2,39,88,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2019	1,10,08,850 Equity Shares of Face Value ₹2 /- each

ANNEXURE

Relationship with other Directors/Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor and Mother of Ms. Ekta Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	4
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Alt Digital Media Entertainment Limited • Chhayabani Balaji Entertainment Private limited • Marinating Films Private Limited • Balaji Teleproducts Limited • Balaji Films & Telly Investment Limited • Shri Navnidhi Developers Private Limited • Balaji Motion Pictures Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Alt Digital Media Entertainment Limited • Nomination and Remuneration Committee – Member

Mr. Arun Kumar Purwar

Age	73 Years
Qualification	Post Graduate from Allahabad University
Experience	35+ years of experience in Banking Industry. He is also associated with various Companies across diverse sectors. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at Item No.5 of the Notice convening this meeting read with Explanatory Statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 5,00,000/-
Remuneration proposed to be paid	As approved by Board of Directors.
Date of first appointment on the Board	May 20, 2015
Shareholding in the Company as on March 31, 2019	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	4
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Jindal Steel And Power Limited • Alkem Laboratories Limited • Reliance Communications Limited • IIFL Holdings Limited • Energy Infratech Private Limited • ONGC Tripura Power Company Limited • Tadas Wind Energy Private Limited • Mizuho Securities India Private Limited • Eroute Technologies Private Limited

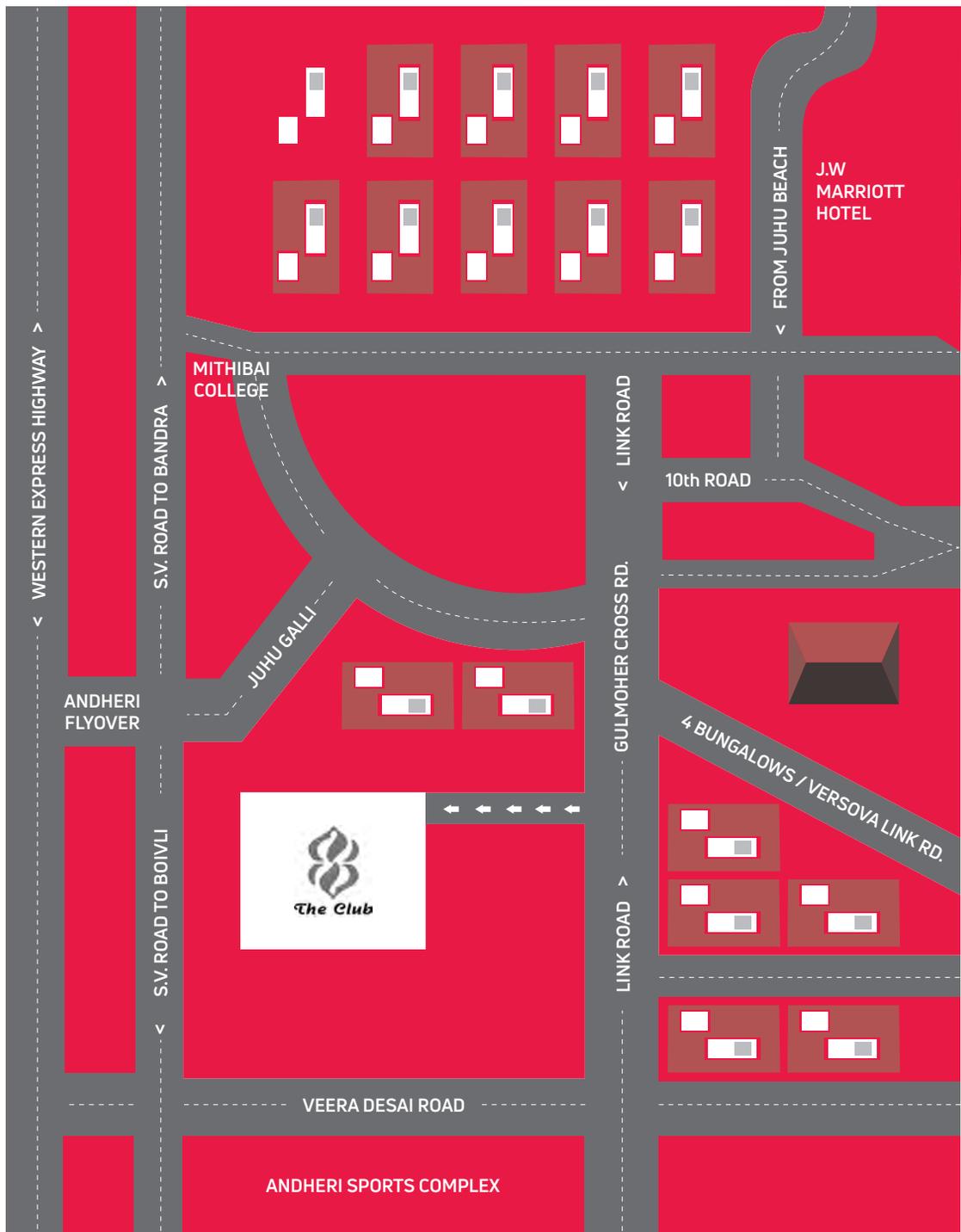
ANNEXURE

Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<p>Jindal Steel and Power Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member • Investment Committee-Chairman • Nomination and Remuneration Committee-Member <p>IIFL Holdings Limited</p> <ul style="list-style-type: none"> • Compensation / Remuneration Committee-Member • Risk Management Committee-Member <p>ONGC Tripura Power Company Limited</p> <ul style="list-style-type: none"> • Audit Committee-Chairman <p>Alkem Laboratories</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee-Chairman • Corporate Social Responsibility- Member <p>Tadas Wind Energy Private Limited</p> <ul style="list-style-type: none"> • Audit Committee-Chairman • Nomination and Remuneration Committee-Member
Mr. Virendra Babubhai Dalal	
Age	74 Years
Qualification	Chartered Accountant
Experience	10+ years of experience in Accountancy and more than 40 years of experience in Audit and Direct Taxation and has handled various international assignments in Internal and Operational Audits in U.K., Portugal, Kenya and Indonesia. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 6 & 7 of the Notice convening this meeting read with Explanatory Statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 6,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 12, 2014
Shareholding in the Company as on March 31, 2019	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	4
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Chhayabani Balaji Entertainment Private Limited • Superadd Trade Private Limited • ALT Digital Media Entertainment Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<p>ALT Digital Media Entertainment Limited</p> <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Chairman

ANNEXURE

Ms. Ekta Kapoor	
Age	44 Years
Qualification	Under Graduate
Experience	20+ years of experience in media and entertainment industry. Please refer Company's website: www.balajitelefilms.com for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As approved by Members at AGM held on August 31, 2018.
Remuneration last drawn (including sitting fees, if any)	₹ 2,39,88,000/-
Remuneration proposed to be paid	As per resolution at item no. 8 of the Notice convening this Meeting read with Explanatory Statement thereto.
Date of first appointment on the Board	November 10, 1994
Shareholding in the Company as on March 31, 2019	1,83,08,208 Equity shares of Face value of ₹ 2 /- each
Relationship with other Directors	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor and not related to any other Directors/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2018-19	4
Directorships of other Boards as on March 31, 2019	<ul style="list-style-type: none"> • Chhayabani Balaji Entertainment Private limited • Marinating Films Private Limited • Balaji Teleproducts Limited • Ekta K. Securities & Investment Private Limited • Balaji Films & Telly Investment Limited • Perisos Media Private Limited • Alt Digital Media Entertainment Limited • Balaji Motion Pictures Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Nil

ROUTE MAP TO THE VENUE OF 25TH ANNUAL GENERAL MEETING OF THE COMPANY



Landmark : Opp. D.N. Nagar Police Station

ATTENDANCE SLIP



BALAJI TELEFILMS LIMITED

CIN: L99999MH1994PLC082802

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West), Mumbai – 400 053

Tel No: +91 022-4069800 Fax No: +91 022 40698181

Website: www.balajitelefilms.com E-mail Id: investor@balajitelefilms.com

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 **25th Annual General Meeting** of the Members of the Company held on Friday, August 30, 2019, at 12:00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (West), Mumbai – 400 053, Maharashtra.

*Applicable for Members holding shares in Electronic form.

Signature of Member / Proxy



BALAJI TELEFILMS LIMITED

CIN: L99999MH1994PLC082802

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industrial Estate,
New Link Road, Andheri (West), Mumbai – 400 053

Tel No: +91 022 4069800 Fax No: +91 022 40698181

Website: www.balajitelefilms.com E-mail Id: investor@balajitelefilms.com

**Form 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 Telefilms Limited holding _____shares, hereby appoint

1) Name: _____ E-mail Id: _____

Address: _____

Signature _____, or failing him/her

----- ✂ ----- ✂ -----

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 (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Members of the Company, to be held on Friday, August 30, 2019 at 12:00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (West), Mumbai – 400 053, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Sr. No.	Resolution	For*	Against*
1.	Consider and Adopt: a) Audited Financial Statements for the financial year ended March 31, 2019 and the report of Board of Directors and Auditors thereon; b) Audited Consolidated Financial Statements for the financial year ended March 31, 2019 and the report of Auditors thereon.		
2.	Appointment of a Director in place of Mrs. Shobha Kapoor (DIN:00005124), who retires by rotation and being eligible, offers herself for re-appointment.		

3.	Declaration of Final Dividend on Equity Shares for the financial year ended March 31, 2019.		
4.	Appointment of Mr. Ramesh Gopal Sippy (DIN: 00652881) as Non-Executive Director of the Company.		
5.	Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company.		
6.	Continuation of Directorship of Mr. Virendra Babubhai Dalal (DIN: 00247971) as Non-Executive Independent Director of the Company.		
7.	Re-appointment of Mr. Virendra Babubhai Dalal (DIN: 00247971) as an Independent Director of the Company.		
8.	Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company.		

Signed this _____ day of _____ 2019.

Affix Revenue Stamp

Signature of Member(s) _____

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.