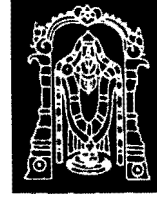


# Balaji Telefilms Ltd.

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



August 08, 2018

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001  
Stock Code: 532382

National Stock Exchange of India Ltd.  
"Exchange Plaza",  
Bandra-Kurla Complex, Bandra(East),  
Mumbai 400051  
Stock Code: BALAJITELE

**Sub: Intimation of 24<sup>th</sup> Annual General Meeting and Book Closure Date**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") this is to inform you that 24<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Friday, August 31, 2018 at 12.00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), Mumbai - 400 053, Maharashtra (AGM notice attached).

As per section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("remote e-voting"). The instructions for remote e-voting are mentioned in the Notice.

Further pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from Saturday, August 25, 2018 to Friday, August 31, 2018 (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 2017-18.

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  
Encl- a/a



## Notice of the Annual General Meeting

Notice is hereby given that the 24th Annual General Meeting of the Members of Balaji Telefilms Limited will be held on August 31, 2018 at 12:00 Noon at "The Club" 197, D. N. Nagar, Andheri (West), Mumbai - 400 053, 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, 2018 and the report 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, 2018 and the report of Auditors thereon;
2. To appoint a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment;
3. To declare Final Dividend on equity shares for the financial year ended March 31, 2018.

### SPECIAL BUSINESS:

4. Appointment of Mr. Anshuman Thakur (DIN: 03279460) as Non-Executive Director of the Company.

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

**"RESOLVED** that in accordance with the provisions of Section 152 and all 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(s) thereof for the time being in force), Mr. Anshuman Thakur (DIN: 03279460), who was appointed as a Non-Executive Additional Director of the Company with effect from September 01, 2017, who holds office up to the date of this Annual General Meeting in terms of Section 160(1) of the Act and Article 111 of the Articles of Association of the Company and who is eligible for appointment and 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 appointed as Non-Executive Director of the Company, and is not 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 appointment letter for and on behalf of the Company."

5. Appointment of Ms. Jyoti Deshpande (DIN: 02303283) as Non-Executive Director of the Company.

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

**"RESOLVED** that in accordance with the provisions of Section 152 and all 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(s) thereof for the time being in force), Ms. Jyoti Deshpande (DIN: 02303283), who was appointed as a Non-Executive Additional Director of the Company with effect from March 23, 2018, who holds office upto the date of this Annual General Meeting in terms of Section 160 (1) of the Act and Article 111 of the Articles of Association of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, and is not 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

## Notice of the Annual General Meeting

and things as may be necessary to give effect to above resolution including filing of necessary forms with Registrar of Companies and to issue appointment letter for and on behalf of the Company.”

6. Re-appointment of Mrs. Shobha Kapoor (DIN: 00005124) as 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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the re-appointment of Mrs. Shobha Kapoor (DIN: 00005124) as Managing Director of the Company for a period of 5 (five) years and for the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2018 and shall exercise such powers as contained in the Articles of Association of the Company on the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- p.m. (i.e. ₹ 2,40,00,000/- p.a.) as Basic Salary and

**Commission:** Not exceeding 2.5% of the net profit.

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

### PART “A”

- a) **Housing:** 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 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 that 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 chauffer driven Car to the 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 Managing Director for use of Company’s business.

## Notice of the Annual General Meeting

### c) Entertainment Expenses:

The reimbursement of actual and properly incurred entertainment expenses by the 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.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V of the Companies Act, 2013 without approval of the Central Government.

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 Managing Director, Mrs. Shobha Kapoor will be paid the remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as minimum remuneration.

**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.”

7. Re-appointment of Ms. Ekta Kapoor (DIN: 00005093) as 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 Sections

196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for the re-appointment of Ms. Ekta Kapoor (DIN: 00005093) as Joint Managing Director of the Company for a period of 5 (five) years and for the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2018 and shall exercise such powers as contained in the Articles of Association of the Company on the following terms and conditions:

1. **Basic Salary:** an amount not exceeding ₹ 20,00,000/- p.m. (i.e. ₹ 2,40,00,000/- p.a.) as Basic Salary and

**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.

## Notice of the Annual General Meeting

### 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 that 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 chauffer 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.

However, the aggregate of basic remuneration and value of perquisites shall not exceed the maximum remuneration allowable under Section 197 read with Schedule V of the Companies Act, 2013 without approval of the Central Government.

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 the remuneration by way of Salary & Perquisites, Allowances & Benefits as specified above as minimum remuneration.

**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.”

8. Re-appointment of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) as 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. D. G. Rajan (DIN: 00303060), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and 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 a second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019.”

## Notice of the Annual General Meeting

9. Re-appointment of Mr. Pradeep Kumar Sarda (DIN: 00021405) as 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Pradeep Kumar Sarda (DIN: 00021405), who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and 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 a second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019.”

10. Re-appointment of Mr. Ashutosh Khanna (DIN: 03153990) as 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashutosh Khanna (DIN: 03153990) who was appointed as an Independent Director and who holds office of Independent Director up to March 31, 2019 and being eligible and 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 a second term of 5 (five) consecutive years on the Board of the Company w.e.f. April 01, 2019.”

11. Re-appointment of Mr. Devender Kumar Vasal (DIN: 06858991) as 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 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Devender Kumar Vasal (DIN: 06858991) who was appointed as an Independent Director and who holds office of Independent Director up to May 14, 2019 and being eligible and 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 a second term of 5 (five) consecutive years on the Board of the Company w.e.f. May 15, 2019.”

## Notice of the Annual General Meeting

12. Continuation of Directorship of Mr. Jeetendra Kapoor (DIN: 00005345) as Chairman, 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to his re-appointment in ensuing Annual General Meeting, the continuation of Mr. Jeetendra Kapoor (DIN: 00005345), aged 76 years as Chairman, Non-Executive Director of the Company from April 1, 2019, till the date he retires by rotation in terms of Section 152 of the Companies Act, 2013, is hereby approved.”

### Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,  
Opp. Laxmi Industrial Estate, New Link Road,  
Andheri (West), Mumbai - 400053, Maharashtra.

CIN: L99999MH1994PLC082802

Email: [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)

Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

**Place:** Mumbai

**Date:** May 19, 2018

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

Sd/-

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

### NOTES:

- 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.
- Details as required in Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.
- 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 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.
- 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

## Notice of the Annual General Meeting

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. 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 25, 2018 to Friday, August 31, 2018 (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 (i.e. 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, 2018, as recommended by the Board, if approved at the AGM, will be paid on or after Wednesday, September 05, 2018 to those Members whose name appears in the Register of Members of the Company as on the record date i.e. Friday, August 24, 2018.
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 Computershare Private Limited (Karvy)/Investor Service Department of the Company immediately.
12. 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 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. In accordance with the Companies Amendment Act, 2017, enforced on May 07, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every 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 19, 2018 has appointed Mr. Bhavesh Desai, Practising Company Secretary (Membership No. 7899), as scrutinizer for conducting the E-voting and poll process in a fair and transparent manner.
15. Pursuant to Section 108 of the Companies



## Notice of the Annual General Meeting

Act, 2013, read with 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 24, 2018, 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 may cast their votes through 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 27, 2018 (11.30 a.m. IST) and will end on Thursday, August 30, 2018 (5.00 p.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 31, 2018. 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 24, 2018. Any person who is in receipt of this notice but is not a member as on the cut-off date, Friday, August 24, 2018 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 24, 2018, may obtain the login ID and password by sending a request at [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com). However, if such person is already registered with Karvy Computershare 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 dividend declared up to financial year 2009-10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on August 31, 2017 (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/IEPFUnpaidQry.aspx?q=OQ8HMfJOUy4%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](http://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 2017-18, 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. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company at [www.balajitelefilms.com](http://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](http://www.iepf.gov.in).
21. Members may note that shares as well as unclaimed dividend transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF Authority.
22. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various

## Notice of the Annual General Meeting

benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

### 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 cut-off 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 cut-off 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 Computershare Pvt. Ltd. on 1800 345 4001 (toll free).
2. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 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 Scheme 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.

## Notice of the Annual General Meeting

4. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.balajitelefilms.com](http://www.balajitelefilms.com) and on RTA's website [www.karvycomputershare.com](http://www.karvycomputershare.com) within 48 hours of conclusion of the AGM of the Company and communicated to the BSE Limited and NSE Limited.
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](mailto: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 Computershare Private Limited at [www.karvycomputershare.com](http://www.karvycomputershare.com) or call on 040-67161510 or contact Mrs. Simmi Singh Bisht, Group Head Secretarial at [simmi.bisht@balajitelefilms.com](mailto:simmi.bisht@balajitelefilms.com)

### Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,  
Opp. Laxmi Industrial Estate, New Link Road,  
Andheri (West), Mumbai - 400053, Maharashtra

**CIN:** L99999MH1994PLC082802

Email: [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)

Website: [www.balajitelefilms.com](http://www.balajitelefilms.com)

**Place:** Mumbai

**Date:** May 19, 2018

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 under 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 7 of the accompanying notice:

#### Item No. 4

The Board of Directors had appointed Mr. Anshuman Thakur, as a Non-Executive Additional Director of the Company with effect from September 01, 2017, on the recommendation of the Nomination and Remuneration Committee and in terms of restated Articles of Association and Share Subscription Agreement dated July 21, 2017 entered into by the Company with Reliance Industries Limited. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Further details of Mr. Anshuman Thakur have been given in the Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

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

The Board of Directors had appointed Ms. Jyoti Deshpande, as a Non-Executive Additional Director of the Company with effect from March 23, 2018, on the recommendation of the Nomination and Remuneration Committee and in terms of restated Articles of Association and Share Subscription Agreement dated July 21, 2017 entered into by the Company with Reliance Industries Limited. As per the provisions of Section 161(1) of the Act, she holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for

appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

Further details of Ms. Jyoti Deshpande have been given in the Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

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

#### Item No. 6

The present tenure of Mrs. Shobha Kapoor, aged 69 years, will expire on November 09, 2018. She was appointed on the Board of the Company w.e.f. November 10, 1994. Keeping in view that Mrs. Shobha Kapoor has more than two decades of rich and varied experience in Media and Entertainment Industry and considerable progress made by the Company under her able guidance and supervision with her sharp business acumen and effective cost management skills and on the basis of recommendation of Nomination & Remuneration Committee, it would be in the interest of the Company to continue the employment of Mrs. Shobha Kapoor as a Managing Director after attaining the age of 70 years on February 01, 2019, for a further period of 5 (five) years and the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2018 as specified in Item No. 6 of the AGM Notice.

Further details of Mrs. Shobha Kapoor have been given in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives except Mrs. Shobha Kapoor, Mr. Jeetendra Kapoor, Ms. Ekta Kapoor and Mr. Tusshar Kapoor being related to each other 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.

## Notice of the Annual General Meeting

### Item No. 7

The present tenure of Ms. Ekta Kapoor, aged 43 years, will expire on November 09, 2018. She was appointed on the Board of the Company w.e.f. November 10, 1994. 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 re-appoint Ms. Ekta Kapoor as Joint Managing Director of the Company for a further period of 5 (five) years and the remuneration payable to her for a period of 3 (three) years w.e.f. November 10, 2018 as specified in Item No. 7 of the AGM Notice.

Further details of Ms. Ekta Kapoor have been given in the Annexure to this Notice.

Ms. Ekta Kapoor is the creative brain behind the Company's most successful and 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.

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

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

### Item No. 8, 9, 10 and 11

Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060), Mr. Pradeep Kumar Sarda (DIN: 00021405), Mr. Ashutosh Khanna (DIN: 03153990) and Mr. Devender Kumar Vasal (DIN: 06858991) 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. Rajan, Mr. Sarda and Mr. Khanna hold office as Independent Directors of the Company

up to March 31, 2019 and Mr. Vasal up to May 14, 2019 ("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 the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors 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. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal 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. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal 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. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing under Section 160 of the Act proposing the candidature of Mr. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 8, 9, 10, and 11 have been given in the Annexure to this Notice.

## Notice of the Annual General Meeting

Copy of draft letters of appointment of Mr. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Rajan, Mr. Sarda, Mr. Khanna and Mr. Vasal are interested in the resolutions set out respectively at Item Nos. 8, 9, 10 and 11 of the Notice with regard to their respective re-appointments. 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 these resolutions.

The Board recommends the Resolution as set out in the Item Nos. 8, 9, 10 and 11 of the accompanying Notice for the approval by the Members of the Company.

### Item No. 12

Mr. Jeetendra Kapoor (DIN: 00005345), a celebrated movie star, starring in more than 200 movies in his 45 years career, aged about 76 years, joined the Board of Balaji Telefilms Limited on January 23, 2004.

Mr. Kapoor, Chairman and Non-Executive Director, is aged more than 75 years and hence his continuation of Directorship as a Non-Executive Director with effect from April 01, 2019, requires the approval of Members by way of a special resolution, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018. His period of office is subject to retirement by rotation.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that the Company has benefited immensely through his association, the suggestions he made has enhanced the value of the Company and his contribution has been enormous and beneficial to the Company.

Further details of Mr. Jeetendra Kapoor have been given in the Annexure to this Notice.

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

The Board recommends the Resolution as set out in the Item No. 9 of the accompanying Notice for the approval by the Members of the Company.

Information Required Under Clause (B) (iv) of Part II of Schedule V for Item No. 6 and 7

### I. General Information:

#### 1. Nature of Industry:

The Indian Economy is growing and the Media and Entertainment (M&E) sector is a reflection of this. The year 2017 saw India recover from demonetization just to confront new difficulties and opportunities provided by implementation of GST. In any case, the Indian economy proceeded on its development direction thus did the M&E segment. Favourable demographics, a rise in consumer income and a huge demand for knowledge, escapism, sports and news aided the growth of M&E sector in the country. The M&E sector grows with the economy albeit at a higher pace, and its medium term outlook is bright. The Indian M&E sector reached INR 1.5 trillion (USD 22.7 billion) in 2017, a growth of almost 13% over 2016. With its current trajectory, it is expected to cross INR 2 trillion (USD 31 billion) by 2020, at a CAGR of 11.6%.

#### 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 programmes.

#### 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.

## Notice of the Annual General Meeting

- 4. Financial Performance based on given indicators:** The financial data as per last audited Balance Sheet as on March 31, 2018 is as under:

(₹ In Lacs)	
Particulars	2017-18 (Audited)
Revenues	41,658.69
Expenditure	37,741.00
Operating Profit	3,917.69
Other Income	1,659.28
Profit Before Taxes	5,576.97
Exceptional items	905.07
Income Tax	3,041.80
Profit After Taxes	1,630.10

- 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:

Mrs. Shobha Kapoor is the Managing Director of the Company. She is married to the popular bollywood actor Mr. Jeetendra Kapoor and is mother of Ms. Ekta Kapoor and Mr. Tusshar Kapoor. She has been involved with the Company since its inception. One of the pioneers of the Indian Television industry, Mrs. Shobha Kapoor has been associated with television content production since the early 90's when the Company was producing popular content for Doordarshan.

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 brain behind the Company's most successful and 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.

### 2. Past Remuneration:

(Amount in ₹)

Name	Designation	Basic Salary	Perquisites, allowances & benefits	Commission	Total
Shobha Kapoor	Managing Director	2,22,45,000	-	-	2,22,45,000
Ekta Kapoor	Joint Managing Director	2,22,45,000	-	-	2,22,45,000

Employer Contribution Fund of ₹ 17,28,000/- to Provident Fund is not included in the computation of the ceiling on Managerial reimbursement.

All above figures are per annum and pertains to financial year 2017-18.

## Notice of the Annual General Meeting

### 3. Recognition and Awards

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

Awarding Entity	Year	Award	Awardee
Ernst & Young	2001	Entrepreneur of the Year	Ms. Ekta Kapoor
The Economic Times Award	2002	Business Woman of the Year	Ms. Ekta & Mrs. Shobha Kapoor
Indian Telly Awards	2003	Best CEO of the year	Mrs. Shobha Kapoor
Foundation for promotion of Film Art & Craft	2003	Achiever of the Year	Mrs. Shobha Kapoor
American Biographical Institute	2003	Woman of the Year	Ms. Ekta Kapoor
Indian Telly Awards	2004	Creative Director of The Year	Ms. Ekta Kapoor
Indian Telly Awards	2006	Hall of Fame	Ms. Ekta Kapoor
Star Parivaar Awards	2010	Special Honour	Ms. Ekta Kapoor
3rd Boroplus Gold Awards	2010	Hall of Fame	Ms. Ekta Kapoor
Indo-American Society	2010	Most Outstanding Woman Entrepreneur award	Ms. Ekta Kapoor
National Media Network Film and TV Awards	2011	Most Successful Film & TV Producer	Ms. Ekta Kapoor
Dadasaheb Phalke Academy Awards	2012	'Phalke Icon Producer Award' for Film & Television	Ms. Ekta Kapoor
Asia Pacific Entrepreneurship Awards	2015	Woman Entrepreneur of the Year	Ms. Ekta Kapoor
Indian Business Awards	2017	Business Today's Most Powerful Women	Ms. Ekta Kapoor
KhaasRishta Award	2017	KhaasRishta Award	Ms. Ekta Kapoor
ITA Awards	2017	Sterling Icon of Entertainment	Ms. Ekta Kapoor
IWM (Indian Wiki Media) Digital Awards	2018	Web Person of the year	Ms. Ekta Kapoor
34th Annual session of FICCI Ladies Organisation	2018	FLO Icon Award	Ms. Ekta Kapoor

### 4. Job Profile and Suitability

As Managing Director and Joint Managing Director, Mrs. Shobha Kapoor and Ms. Ekta Kapoor respectively are responsible for the conception of different shows produced by the Company and the overall management of the Company. Having been instrumental in steering the Company towards being the leader in the television industry in India, both Mrs. Shobha Kapoor and Ms. Ekta Kapoor come with almost two decade's worth of experience in this domain. They have produced over 100 shows for various entertainment channels in India. With this extensive experience, they are ideally

placed to ensure that the Company continues to make quality content within a budget specified by the channel, on very stringent timelines. Balaji Telefilms Limited has launched several critically acclaimed television serials and movies in its short tenure within the industry. Balaji's creativity is demonstrated by its series of well received serials that have garnered high TRP ratings. Mrs. Shobha Kapoor's and Ms. Ekta Kapoor's leadership and involvement has been significant in steering the Company towards being a front runner in the Indian Television industry. They have led teams to conceptualize TV shows and have produced over 100 shows for major broadcasters across the country.



## Notice of the Annual General Meeting

Their creativity is highly regarded as a prime driving force for the Company to fulfill audience expectations. They have a great understanding of India's demographic profile and never cease to deliver appealing content to the masses. Consequently, their efforts have well positioned Balaji Telefilms to cater to the rapidly growing Indian Entertainment space as their commitment to the Company is sure to demonstrate excellent growth going forward.

### 5. Remuneration proposed

As specified in Item No. 5 & 6 of the Notice respectively.

### 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 Mrs. Shobha Kapoor and Ms. Ekta Kapoor, the remuneration proposed to be paid is commensurate with the remuneration package paid to the similar counter parts in other Companies.

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

Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor are relatives of both the appointees, who are also inter se related to each other.

Except for receipt of rent for immovable property by the appointees and their relatives viz. Mr. Jeetendra Kapoor and Mr. Tusshar Kapoor and receipt of dividend by them, if declared by the Company on the share capital held by them, they do not have any material pecuniary relationship with the Company.

### III. Other Information:

#### 1. Reasons of inadequate profits

The content production space is highly competitive with a varied number of producers in the market competing for the content business.

As a result, even though the cost of production has gone up in recent years, the average realisation per hour has almost remained the same, resulting in muted profit in recent years.

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

In recent years, the Company has put in an aggressive plan to have more number of shows on air and also to go in for high value niche, non-fiction, reality shows, resulting in growth in top line and operating profit. The same is visible in the performance of the Company over the past two years. The company has rationalized its subsidiaries. During the year the wholly own subsidiary BOLT Media Ltd and the film production undertaking of BMPL has been merged with the Company. Further, the Company has exited from Event Media LLP. During the year the Company's subsidiary – ALT Digital Media Entertainment Ltd launched its mobile application in April 2017. ALT is in the business of B2C digital content & operates on subscription based video on demand (SVOD) over the top (OTT) platform. The aim is to provide niche content to targeted audience at reasonable subscription.

#### 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 these 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 paid to Directors for the year ended March 31, 2018.

## 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]

<b>Mr. Jeetendra Kapoor</b>	
Age	76 Years
Qualification	Graduate
Experience	45 + years of experience in Film 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	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jeetendra Kapoor who was re-appointed as Non-Executive Director in Annual General Meeting held on August 31, 2016 is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 6,25,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	January 23, 2004
Shareholding in the Company as on March 31, 2018	32,60,522 equity shares of ₹ 2/- each
Relationship with other Directors/Key Managerial Personnel	Spouse of Mrs. Shobha Kapoor, Father of Mr. Tusshar Kapoor and Ms. Ekta Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2017-18	6
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Balaji Motion Pictures Limited</li> <li>• Balaji Teleproducts Limited</li> <li>• Shri Navnidhi Developers Private Limited</li> <li>• Ekta K. Securities &amp; Investment Private Limited</li> <li>• Perisos Media Private Limited</li> <li>• Balaji Films &amp; Telly Investment Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Balaji Motion Pictures Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Corporate Social Responsibility Committee - Chairman</li> </ul>

<b>Mr. Anshuman Thakur</b>	
Age	40 Years
Qualification	<ul style="list-style-type: none"> <li>• Bachelors' Degree-Economics</li> <li>• MBA-IIM Ahmedabad</li> </ul>
Experience	18 years of experience in Corporate Strategy and Investment Banking. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory statement thereto.

## Annexure

Remuneration last drawn (including sitting fees, if any)	₹ 2,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	September 01, 2017
Shareholding in the Company as on March 31, 2018	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 2017-18	2
Directorships of other Boards as on March 31, 2018	NIL
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	NIL

### Ms. Jyoti Deshpande

Age	47 Years
Qualification	MBA-University of Mumbai
Experience	25 years of experience in media and entertainment across advertising, media consulting, television and film. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> 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)	NIL
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	March 23, 2018
Shareholding in the Company as on March 31, 2018	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 2017-18	NIL
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Eros International Media Limited</li> <li>• Network 18 Media and Investment Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Eros International Media Limited</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Member</li> </ul>

### Mrs. Shobha Kapoor

Age	69 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	As per the resolution at item No. 6 of the Notice convening this meeting read with explanatory statement thereto.

## Annexure

Remuneration last drawn (including sitting fees, if any)	₹ 2,39,73,000/-
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, 2018	1,00,35,633 equity shares of ₹ 2/- each
Relationship with other Directors/Key Managerial Personnel	Wife of Mr. Jeetendra Kapoor, Mother of Mr. Tusshar Kapoor and Ms. Ekta Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2017-18	6
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Balaji Motion Pictures Limited</li> <li>• Alt Digital Media Entertainment Limited</li> <li>• Chhayabani Balaji Entertainment Private limited</li> <li>• Marinating Films Private Limited</li> <li>• Balaji Teleproducts Limited</li> <li>• Shri Navnidhi Developers Private Limited</li> <li>• Ekta K. Securities &amp; Investment Private Limited</li> <li>• Balaji Films &amp; Telly Investment Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<p><b>Balaji Motion Pictures Limited</b></p> <ul style="list-style-type: none"> <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>

Ms. Ekta Kapoor	
Age	43 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	As per the resolution at Item No. 7 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 2,39,73,000/-
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, 2018	1,75,47,258 equity shares of ₹ 2/- each
Relationship with other Directors/Key Managerial Personnel	Daughter of Mr. Jeetendra Kapoor and Mrs. Shobha Kapoor, Sister of Mr. Tusshar Kapoor and not related to any other Director/Key Managerial Personnel
No. of Meetings of the Board attended during the financial year 2017-18	5
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Balaji Motion Pictures Limited</li> <li>• Alt Digital Media Entertainment Limited</li> <li>• Chhayabani Balaji Entertainment Private limited</li> <li>• Marinating Films Private Limited</li> <li>• Balaji Teleproducts Limited</li> </ul>

## Annexure

	<ul style="list-style-type: none"> <li>• Ekta K. Securities &amp; Investment Private Limited</li> <li>• Balaji Films &amp; Telly Investment Limited</li> <li>• Perisos Media Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Balaji Motion Pictures Limited</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Member</li> </ul>

<b>Mr. Duraiswamy Gunaseela Rajan</b>	
Age	77 Years
Qualification	Chartered Accountant
Experience	50+ experience in International & Domestic Finance and Direct & Indirect Taxation. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 8 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 5,50,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	July 19, 2010
Shareholding in the Company as on March 31, 2018	300 equity shares of ₹ 2/- each
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 2017-18	4
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Alt Digital Media Entertainment Limited</li> <li>• Balaji Motion Pictures limited</li> <li>• IFGL Refractories Limited</li> <li>• Havmor Ice Cream Limited</li> <li>• Lotte India Corporation Limited</li> <li>• Betul Wind Farms Limited</li> <li>• Ahlers India Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Balaji Motion Pictures Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> </ul> <b>Alt Digital Media Entertainment Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <b>Havmor Ice Cream Limited</b> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee - Member</li> <li>• Corporate Social responsibility Committee - Member</li> </ul> <b>Lotte India Corporation Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Chairman</li> <li>• Nomination and Remuneration Committee - Chairman</li> <li>• Corporate Social responsibility Committee - Chairman</li> <li>• Stakeholder Relationship Committee - Chairman</li> </ul> <b>IFGL Refractories Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Chairman</li> </ul>

## Annexure

Mr. Pradeep Kumar Sarda	
Age	63 Years
Qualification	Commerce Graduate
Experience	45 + years of experience in Paper Trading and Manufacturing, Real Estate and Developers, Manufacturing of Machine Tools and Education field. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/Re-appointment	As per the resolution at Item No. 9 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 3,25,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	May 17, 2004
Shareholding in the Company as on March 31, 2018	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 2017-18	3
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Balaji Motion Pictures limited</li> <li>• Mercury Trade Links Limited</li> <li>• India Food Company Private Limited</li> <li>• Priyanka Sales Agency Private Limited</li> <li>• National Tiles and Industries Private Limited</li> <li>• Sinner Engineering File Works Private Limited</li> <li>• Madhu Construction Private Limited</li> <li>• Sumadhu Estates Developers Private limited</li> <li>• Sumadhu Traders Private Limited</li> <li>• Grenville Resorts Private Limited</li> <li>• Suvimal Properties Private Limited</li> <li>• International Knowledge Park Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<p><b>Balaji Motion Pictures Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <p><b>Mercury Trade Links Limited</b></p> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> </ul>

Mr. Ashutosh Khanna	
Age	52 Years
Qualification	Bachelor's Degree in Zoology and Master's in Management.
Experience	27 + years of experience in advertising and consulting. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/Re-appointment	As per the resolution at Item No. 10 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 7,00,000/-

## Annexure

Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 27, 2010
Shareholding in the Company as on March 31, 2018	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 2017-18	6
Directorships of other Boards as on March 31, 2018	Balaji Motion Pictures Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Balaji Motion Pictures Limited</b> • Nomination and Remuneration Committee - Member
<b>Mr. Devender Kumar Vasal</b>	
Age	62 Years
Qualification	Bachelor's Degree in Commerce and Law
Experience	35 + years of rich experience in Finance, Capital Markets, Banking, General Corporate Advice and Regulatory Practices. Please refer Company's website: <a href="http://www.balajitelefilms.com">www.balajitelefilms.com</a> for detailed profile.
Terms & Conditions of Appointment/Re-appointment	As per the resolution at Item No. 11 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 7,50,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	May 17, 2004
Shareholding in the Company as on March 31, 2018	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 2017-18	6
Directorships of other Boards as on March 31, 2018	<ul style="list-style-type: none"> <li>• Balaji Motion Pictures Limited</li> <li>• Alt Digital Media Entertainment Limited</li> <li>• Marinating Films Private Limited</li> <li>• D B Reality Limited</li> <li>• Isagro (Asia) Agrochemicals Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2018	<b>Balaji Motion Pictures Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul> <b>Alt Digital Media Entertainment Limited</b> <ul style="list-style-type: none"> <li>• Audit Committee - Member</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>

**ROUTE MAP TO THE VENUE OF THE 24TH 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, New Link Road, Andheri (W), Mumbai – 400 053

**Tel No:** 022-4069800 **Fax No:** 022 40698181

**Website:** [www.balajitelefilms.com](http://www.balajitelefilms.com) **E-mail id:** [investor@balajitelefilms.com](mailto: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.

<b>Name &amp; Address of the Shareholder:</b>			
<b>DP Id*</b>		<b>Folio No.</b>	
<b>Client Id*</b>		<b>No. of shares</b>	

I hereby record my presence at the **24<sup>th</sup> Annual General Meeting** of the Members of the Company held on Friday, August 31, 2018, at 12:00 noon 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 TELEFILMS LIMITED**

**CIN:** L99999MH1994PLC082802

**Registered Office:** C-13, Balaji House, Dalia Industrial Estate, New Link Road, Andheri (W), Mumbai – 400 053

**Tel No:** 022-4069800 **Fax No:** 022 40698181

**Website:** [www.balajitelefilms.com](http://www.balajitelefilms.com) **E-mail id:** [investor@balajitelefilms.com](mailto:investor@balajitelefilms.com)



**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]

<b>Name of the Member:</b>		<b>Folio No./Client id*:</b>	
<b>Address of the Member:</b>		<b>DP Id*:</b>	
<b>E-mail id:</b>			

\* 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 **24th Annual General Meeting** of the Members of the Company, to be held on Friday, August 31, 2018 at 12:00 noon at "The Club", 197, Juhu Versova Link Road, Opp. D. N. Nagar Police Station, Andheri (W), 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, 2018 and the report of Board of Directors and Auditors thereon;		
	b) Audited Consolidated Financial Statements for the financial year ended March 31, 2018 and the report of Auditors thereon.		
2	Appointment of a Director in place of Mr. Jeetendra Kapoor (DIN: 00005345), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Declaration of Final Dividend on equity shares for the financial year ended March 31, 2018.		

4	Appointment of Mr. Anshuman Thakur (DIN: 03279460) as Non-Executive Director.		
5	Appointment of Ms. Jyoti Deshpande (DIN: 02303283) as Non-Executive Director.		
6	Re-appointment of Mrs. Shobha Kapoor (DIN: 00005124) as Managing Director of the Company.		
7	Re-appointment of Ms. Ekta Kapoor (DIN:00005093) as Joint Managing Director of the Company.		
8	Re-appointment of Mr. Duraiswamy Gunaseela Rajan (DIN: 00303060) as Independent Director of the Company.		
9	Re-appointment of Mr. Pradeep Kumar Sarada (DIN: 00021405) as Independent Director of the Company.		
10	Re-appointment of Mr. Ashutosh Khanna (DIN: 03153990) as Independent Director of the Company.		
11	Re-appointment of Mr. Devender Kumar Vasal (DIN: 06858991) as Independent Director of the Company.		
12	Continuation of Directorship of Mr. Jeetendra Kapoor (DIN:00005345) as Chairman, Non-Executive Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of Member(s) \_\_\_\_\_

**Affix  
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 (on poll) 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.