

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
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Website : www.balajitelefilms.com
CIN No. : L99999MH1994PLC082802



August 18, 2022

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: Proceedings of the 28th Annual General Meeting for the financial year 2021-22 held on August 18, 2022

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith the proceedings of the 28th Annual General Meeting (AGM) for the financial year 2021-22, held today i.e. Thursday, August 18, 2022 through Video Conferencing/Other Audio-Visual Means. The Meeting commenced at 03:00 P.M. (IST) and concluded at 3:44 P.M. (IST) (including the Insta-poll).

The results of the matters that were put to vote, as required under Regulation 44(3) of the Listing Regulations, will be submitted separately.

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

Thanking You.

Yours truly,

For Balaji Telefilms Limited

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



**PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING (AGM) OF BALAJI
TELEFILMS LIMITED**

1. Date, Time and Venue of the AGM:

The AGM was held on Thursday, August 18, 2022 at 03.00 pm IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

2. Brief details of items deliberated:

- Mr. Jeetendra Kapoor -Chairman of the Company, chaired the AGM.
- The following Directors were present at the e-AGM through Video Conference/ Other Audio-Visual Means from their respective locations:
 1. Mr. Jeetendra Kapoor, Chairman & Non-Executive Director;
 2. Mrs. Shobha Kapoor, Managing Director;
 3. Mr. D.G. Rajan, Independent Director;
 4. Mr. Pradeep Sarda, Independent Director;
 5. Mr. Arun Kumar Paurwar, Independent Director;
 6. Dr. Archana Hingorani, Independent Director;
 7. Mr. Anshuman Thakur, Non-Executive Director;
 8. Ms. Priyanka Chaudhary, Non-Executive Director;
 9. Mr. Ramesh Sippy, Non-Executive Director.

Further, Mr. Abhishek Kumar-Group Chief Executive Officer, Mr. Sanjay Dwivedi-Group Chief Financial Officer, Authorized Representatives of Statutory Auditors & Secretarial Auditors and Scrutinizer were also present at the Meeting through VC.

- The Chairman welcomed the Members and informed that the Meeting was held through VC/ OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.
- Ms. Tannu Sharma, Company Secretary, explained the general instructions to the Members who had joined the meeting.
- The requisite quorum being present, the AGM was called to order.
- Ms. Sharma requested the Directors to introduce themselves one by one.
- Since Meeting was held through VC/ OAVM there was no possibility of securing physical attendance of the Members, therefore, in line with the applicable guidelines, there was no requirement of appointing proxies.
- Ms. Sharma informed the Members that requisite documents i.e. Statutory Registers, relevant documents referred to in the Notice of AGM and the Explanatory Statement and Certificate from the Secretarial Auditors of the Company certifying that the ESOP Scheme of the Company is being implemented



in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 were made available for inspection.

- Further, Mr. Jeetendra Kapoor addressed the Members, and thereafter requested Mr. Sanjay Dwivedi, to deliver the remaining Chairman's Speech, on his behalf.
- The Notice convening the 28th AGM as well as the Auditors' Report on the Standalone and Consolidated Audited Financial Statements of the Company was taken as read, since there was no qualification in the Report. Further, Members attention was drawn to Secretarial Auditors remark in Secretarial Audit Report, pertaining to vacation of office of Company Secretary for more than six months and Appointment of Chief Executive Officer which was not in compliance of Companies Act & Listing Regulations, and Company's comments on the same. Thereafter, the Secretarial Audit Report for the year ended March 31, 2022 was taken as read.
- Ms. Sharma informed the Members about remote e-voting and voting process at the AGM. Further, Members were informed that Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Company Secretaries was appointed as scrutinizer to scrutinize the e-voting process at the Meeting in a fair and transparent manner. The shareholders were further informed that the results of the voting would be disseminated to the stock exchanges, namely BSE Limited and National Stock Exchange of India Ltd, and would also be uploaded on the website of the Company and Kfin Technologies Limited, the agency providing e-voting facility, within the stipulated time under applicable law.
- Thereafter, Mr. Sanjay Dwivedi addressed the queries of those Members who had sent the same to the Company.
- The following items of business as set out in the notice convening the AGM were put for shareholders consideration and approval:

Ordinary Business

- i) Consideration and adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2022 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, 2022 and the report of Auditors thereon;
- ii) Appointment of a Director in place of Ms. Ekta Kapoor (DIN: 00005093), who retires by rotation and being eligible, offers herself for re-appointment;
- iii) Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W100018) as the Statutory Auditors of the Company for a term of five years and to fix their remuneration;



Special Business

- iv) Appointment of Ms. Priyanka Chaudhary (DIN: 06520285) as Non-Executive Director of the Company;
- v) Grant of Stock options exceeding 1% of the issued share capital of the Company to Mr. Abhishek Kumar, Group CEO

The details required under Regulation 30 of the Listing Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed herewith as **Annexure A.**

3. Manner of Voting:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Company had provided remote e-voting facility and evoting facility during the AGM to its shareholders to cast votes electronically on the resolutions which were set out in the AGM notice. The Members were informed that the evoting facility will be available for 15 minutes after the closure of the meeting.

4. Result of the Meeting:

The detailed voting results shall be submitted within two days of the conclusion of the Meeting.

Note: This document does not constitute minutes of the proceedings of the AGM held on August 18, 2022.



Annexure A

**Annexure for Item No. 3 : Appointment of M/s. Deloitte Haskins and Sells LLP,
Chartered Accountants (Firm Registration No. 117366W/W100018) as the Statutory
Auditors**

Particulars	Details
Reason for change viz. appointment or otherwise	In line with the provisions of Section 139 and Section 142 of the Companies Act, 2013 with respect to rotation of Auditors, and as a good governance, the Board of Directors at their meeting held on May 20, 2022 recommended the appointment of Deloitte Haskins and Sells LLP (Firm Registration No. 117366W/W100018) as the Statutory Auditors of the Company, in place of Price Waterhouse Chartered Accountants LLP, who have completed their term as Statutory Auditors at the conclusion of the 28 th Annual General Meeting held today.
Date of appointment & term of appointment	Deloitte Haskins and Sells LLP will hold office from the conclusion of this AGM, for a period of 5 years.
Brief profile	Deloitte Haskins and Sells LLP is one of the world's largest professional services firms. Deloitte India is a leading professional services firm of the country and has the scale and capacity, to serve across locations.



**Annexure for Item No. 4 : Appointment of Ms. Priyanka Chaudhary (DIN: 06520285)
as Non-Executive Director of the Company**

Particulars	Details
Date of appointment	Appointed by the Board of Directors as an Additional Director at their meeting held on May 20, 2022, regularized by the shareholders at the 28 th Annual General Meeting, held today, i.e. August 18, 2022
Terms of Appointment	Ms. Priyanka Chaudhary has been appointed as a Non-Executive Non-Independent.
Brief Profile of Ms. Priyanka Chaudhary	<p>Priyanka Chaudhary is a Senior Vice President at Reliance Industries. Currently, she is the Chief Financial Officer of Jio Studios, which is the media business of Reliance.</p> <p>Her role encompasses working closely with the leadership team to build the Media and Entertainment business through organic growth and inorganic partnerships as well as synergising with investee companies to consolidate Reliance's position in the fragmented \$25 billion media and entertainment industry in India.</p> <p>Prior to this, Ms. Chaudhary worked at Grant Thornton where she worked in leadership positions in finance and accounting with a specific focus on TMT.</p> <p>She holds graduate degrees in International Finance and Accounting from National American University, Institute of Chartered Accountants of India and the ACCA, UK.</p>
Disclosures of relationships between Director	Ms. Priyanka Chaudhary is not related to any Director of the Company.

