

Balaji Telefilms Ltd.

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Website : www.balajitelefilms.com
CIN No L99999MH1994PLC082802



March 5, 2016

To,

Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001.

National Stock Exchange of India Ltd.

“Exchange Plaza”,

Bandra-Kurla Complex, Bandra (East)

Mumbai- 400 051.

Dear Sir/Madam,

Sub: Outcome of Board Meeting- Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure requirements) Regulations 2015

This is to inform you that in the meeting of the Board of Directors of the Company held on Saturday, March 5, 2016, the Board has approved:

1. Investment in ALT Digital Media Entertainment Limited (Wholly Owned Subsidiary of the Company);
2. Document Retention Policy;
3. Policy for Determining Materiality of Event.

A copy of the Policies is enclosed herewith for your perusal

Kindly take the same on record.

Yours faithfully,

For Balaji Telefilms Limited

Simmi Singh Bisht

Group Head- Secretarial



Encl: a/a

BALAJI TELFILMS LIMITED

Documents Retention and Archival Policy

1. Purpose:

Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) has mandated companies to adopt and implement a policy on preservation of documents. Balaji Telefilms Ltd. (“BTL”) is a listed entity and the Regulations are applicable to BTL

2. Overview and Effective Date

- 2.1 This Policy covers various aspects of preservation of documents and also safe disposal/destruction of the documents in line with the statutory requirements pertaining to the same.
- 2.2 The Policy shall come into effect from 31st March, 2016.

3. Scope

- 3.1 This Policy is extended to all business units, functions and departments and subsidiaries of BTL.

4. Requirements for Retention of Documents/Records

- 4.1 The documents/records shall always be preserved for a period in accordance with the statutory requirements applicable to them from time to time.
- 4.2 The detailed Record Retention Schedule, which lays down the type of documents maintained, retention period, destruction authority and broadly the rationale behind retention period are stated in Record Retention Schedule to this Policy. Any changes in the Schedule can be made with the approval of the Managing Director of the Company.
- 4.3 In case change in the statutory requirements for preservation of documents, the Policy stands automatically revised and corresponding changes will be made in the Record Retention Schedule with the permission of Managing Director.
- 4.4 All documents shall be under the custody of concerned Departmental Heads and they shall be responsible for the compliance of this Policy by the employees reporting directly to them and/or working in their respective departments.

5. Modes of preservation

5.1 Documents may be preserved in

- a. Physical form or
- b. Electronic Form

as per the statutory requirements from time to time.

“*Electronic Form*” means any contemporaneous electronic device such as computer, laptop, compact disc, floppy disc, space on electronic cloud, or any other form of storage and retrieval device, considered feasible, whether the same is in possession or control of the Company or otherwise the Company has control over access to it.

5.2 The preservation of documents should be such as to ensure that there is no tampering, alteration, destruction or anything which endangers the content, authenticity, utility or accessibility of the documents.

5.3 The physical documents preserved may be converted, whenever required or felt necessary, into electronic form to ensure ease in maintenance of records and efficient utilization of space.

5.4 The preserved documents must be accessible at all reasonable times. Access may be controlled by an authorised person from each respective division, so as to ensure preservation and integrity of the documents and prevent unauthorized access.

6. Responsibilities

6.1 This Policy is to be administered by the Company Secretary under the supervision of the General Counsel/Legal Head. The Company Secretary is authorized to interpret and apply this policy with such input as may be needed from other departments.

6.2 Employees of each division stated under the Schedule or otherwise, shall be responsible for ensuring compliance of this Policy, as related to records in their possession, custody or control. Department Heads must notify Company Secretary/Managing Director of any significant changes that may impact the Company’s Records Retention Schedule, as related to records in his/her possession, custody or control.

6.3 It shall be the responsibility of the respective Department Heads overseen by the Company Secretary to ensure that the Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site location. Reasonable procedures for document retention in the case of an

emergency shall be developed by the Company Secretary.

7. Archival/Destruction of Records

- 7.1 The documents/records are required to be preserved for a minimum period stated in the Annexure. The retention period is decided basis the current statutory/internal requirements.
- 7.2 The documents, after the retention period can be archived/destroyed in accordance with the Records Retention Schedule.
- 7.3 Records are to be destroyed only in accordance with the approval of the Authority stated in the Records Retention Schedule.
- 7.4 Documents, in respect of which no minimum maintenance timeline is stipulated under any of the laws shall be preserved for such period as may be decided by the concerned head of Department in consultation with Head of Law.
- 7.5 Documents in electronic format shall be maintained just as hard copy or paper documents are, in accordance with the Document Retention Schedule. Due to the fact that the integrity of electronic documents, whether with respect to the ease of alteration or deletion, or otherwise, may come into question, the Administrator shall attempt to establish standards for document integrity, including guidelines for handling electronic files, backup procedures, archiving of documents, and regular checkups of the reliability of the system; provided, that such standards shall only be implemented to the extent that they are reasonably attainable considering the resources and other priorities of the organization.
- 7.6 Documents shall be stored in a safe and accessible manner. Documents which are necessary for the continued operation of the organization in the case of an emergency shall be regularly duplicated or backed up and maintained in an off-site location. The Administrator shall develop reasonable procedures for document retention in the case of an emergency.

8. Other requirements

- 8.1 All records relating to, or created, or acquired in connection with the Company's business, property or activities, as well as the information in them, are considered to be the Company's property and do not belong to individual employees or third parties, regardless of the subject matter, storage media or location. Records and the information in them may be used only for Company business purposes and not for any personal purpose of employees. Records may not be copied for personal use or retention or for any other purpose except in furtherance of Company's business, or as required by law. Employees must return all records to Company upon request or when separating from the Company.

- 8.2 Confidential information in Company records must be safeguarded from improper disclosure. No records or information in them may be disclosed except in furtherance of Company's activities.
- 8.3 All Company records are to be protected in safe and secure conditions.
- 8.4 Records are to be destroyed on a regular basis, and as soon as possible following the expiration of their retention period, unless otherwise required by this Policy.
- 8.5 In the event of pending or reasonably foreseeable litigation, summons, government investigation or audit, affected Employees may retain the relevant records, among other things, until the matter is resolved.

**Balaji Telefilms Ltd.
Record Retention Schedule**

Record series title/Record series Description	Record title and description	Retention Period	Retention/Destruction Authority	Rationale
<u>Documents permanent in nature</u>				
Contracts and Agreements - Real Property Purchase and Sale	Contracts and Agreements - Real Property Purchase and Sale	Permanent	Legal	Tax assessment enquiries, Litigations
Acquisition and Divestiture Files	Acquisition and Divestiture Files	Permanent	Legal/Tax	Statutory requirement - Enquiry/Investigations/assessment enquiries
Capitalisation Records	Capitalization Records - Documentation related to changes in Capital structure including changes to BTL stock	Permanent	Secretarial	Statutory Requirement
Legal Opinion/Expert Opinion	Legal Opinion/Expert Opinion	Permanent	Legal	Reference Guide
Regulatory Filings	Statutory filings with BSE/Ministry of Corporate Affairs/ Reserve Bank of India/SEBI or any other such government authorities	Permanent	Secretarial	Statutory Requirement
	Statutory Registers under the Companies Act 2013	Permanent	Secretarial	Statutory Requirement
	Certificates from Registrar of Companies, Memorandum of Association, Court Orders	Permanent	Secretarial	Statutory Requirement
	Judgements/Court Orders relating to Company matters	Permanent	Legal/Tax	Statutory Requirement
Settlement Agreements	Settlement Agreement - Final Settlement agreement	Permanent	Legal/Tax	
Minutes Book	Minutes Book (Shareholders and Board of Directors, Committee Minutes, Circular Resolutions), Charter documents	Permanent	Secretarial	Statutory Requirement
	Compliance Certificates	Permanent	Secretarial	

	Licenses/approvals/Registration certificates from various government regulatory authorities under different statutes	Permanent	Regulatory/Supply Chain	
Documents/Agreements Creating IPR in respect of Films and Other Audio Visual works		Permanent	Legal	
Temporary in nature				
Contracts and Agreements - Lease Agreements	Contracts and Agreements - Lease Agreements	Until expiry+ 3 years	Legal and Tax	
Contracts and Agreements Trademarks	Contracts and Agreements - Patents and Trademarks	Until expiry+ 8 years	Legal and Tax	Tax assessment enquiries
Confidential Disclosure Agreements/NDAs	Confidential Disclosure Agreements	Until confidentiality period expires + 2 years	Legal	
Contracts and Agreements	Contracts and Agreements	Contract expiry+ 8 years	Legal and Tax	Tax Investigations/assessment enquiries
Annual Meeting File	Annual Meeting File with back up papers/ ballot papers/ records of attendance by shareholders	8 years	Secretarial	Statutory Requirement
Acquisition and Divestiture Files - Due diligence Support	Acquisition and Divestiture Files - Due diligence Support	Until closed + 8 Years	Legal and Tax	Statutory requirement - Tax Investigations
Copyright Registrations	Copyright Registrations/documents related to request from third party on use of BTL copyrights etc.	Life of Copyright + 10 years	Tax	Tax assessment enquiries/Litigation
Engagement Letters	Engagement Letters with consultants/attorneys/law firms	Until Expiration + 8 Years	Tax	Tax assessment enquiries/Litigations
Investigation Files	Investigation Files - Investigation Government officers/agencies	Until Closed + 8 Years	Legal	
Litigation	Litigation records relating to threatened or asserted litigation or government investigations	Until settled + 8 years	Legal	
Regulatory Matters	Regulatory Matters - Documentation	Until Closed + 8 years	Legal	

	pertaining to Government Departments-Tax,			
Trademark Conflicts	Trademark Conflicts	Until resolved + 8 years	Legal	
Trademark Registration Certificates	Trademark Registration Certificates	Life of Trademarks + 8 years	Legal/Tax	
Trademark Searches	Trademark Searches	6 months	Legal/Tax	
	Show cause Notices/Demand Notices received from any Government authorities/documents pertaining to the same/correspondence with such authoritiesA	Until matter is closed +3 years	Legal	
Artist Agreements	Agreements entered with Lead Artists for TV Serial	During the Continuance of the TV Serial	Legal	To be handed over to the Broadcast Entity/ Litigation
	Agreements entered with Lead Artists for TV Serial	Perpetual		Litigation
	Agreements with non-lead Artists	During the continuance of the TV Serial or one year after termination whichever is earlier		
Writer Agreements	Agreements entered with Writers for TV Serials	During the Continuance of the TV Serial		To be handed over to the Broadcast Entity/ Litigation
	Agreements entered with Writers for Films and other Audio-visual works for BMPL and/or ALT	Perpetual		Primary IPR Document
Music Composers	Agreements entered with Writers for TV Serials	During the Continuance of the TV Serial		To be handed over to the Broadcast Entity/ Litigation
	Agreements entered with Writers for Films and other Audio-visual works for BMPL and/or ALT	Perpetual		Primary IPR Document
Broadcast Companies	Agreements with Broadcast Companies	Contract expiry+ 8 years	Legal and Tax	Tax Investigations/assessment enquiries
E-mails considered important to the organization or of lasting significance should be printed and stored in a central repository.			Permanent, subject to review	
E-mails not included in either of the above categories		12 months		
Personnel Records			7 yrs after employment ends. Electronic Copies to be archived.	

Employee contracts		7 yrs after termination. Electronic Copies to be archived	
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POLICY ON DETERMINATION OF MATERIALITY OF EVENTS

BACKGROUND:

This policy has been framed by the Board of Directors (“**Board**”) of Balaji Telefilms Limited (“**Company**”) at its meeting held on March 5, 2016 with the objective of determining materiality of events pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Regulations**”).

TYPE OF INFORMATION:

1. Events or Information that is to be disclosed without any application of guidelines for materiality are specified in Annexure I) to this Policy.
2. Events or Information that is to be disclosed based on materiality principle are specified in Annexure I) to this Policy.

MATERIALITY THRESHOLDS:

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event.

The following qualitative criteria will be applicable for determining materiality of event or information:

- a) The omission of an event or information which is likely to:
 - Result in discontinuity or alteration of an event or information already available publicly; or
 - Result in significant market reaction if the said omission came to light at a later date;
- b) In the opinion of the Authorised Key Managerial Personnel of the Company the event/information ought to be disclosed

The following quantitative criteria will be applicable for determining materiality of event or information:

- a. An event specified in the Annexure II to the policy would be considered material if the impact of the event, if measured in exceeds 10 % of the consolidated income, consolidated profit before tax or consolidated net worth, as may be applicable.
- b. For Frauds/ defaults, etc. by directors (other than key managerial personnel) or employees of the Company involving financial impact of Rs. 5 crore or more.
- c. For Options to purchase securities, including any ESOP/ESPS Scheme amounting to 2% of post-issue equity share capital.

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- d. For giving of guarantees or indemnity or becoming a surety for any third party in excess 10% of the consolidated net worth of the Company.

The above thresholds shall be determined on the basis of the last annual audited consolidated financial statements of the Company.

KEY MANAGERIAL PERSONNEL (KMP) RESPONSIBLE FOR DISCLOSURE:

The Board of the Company has authorized following KMP's to determine the materiality of an event or information and to make timely disclosures.

1. Mrs. Shobha Kapoor- Managing Director
2. Mr. Sameer Nair- Group Chief Executive Officer
3. Mr. Sanjay Dwivedi- Group Chief Financial Officer
4. Mrs. Simmi Singh Bisht- Group Head Secretarial

Following are the powers and responsibilities of KMP's for determining the material event/information:

- a. Review & assess an event/information that may qualify as material and which requires disclosure on the basis of facts and circumstances prevailing at a given point of time.
- b. Determine the appropriate time at which the disclosures are to be made to the Stock Exchanges based on actual time of occurrence of an event or information.
- c. Disclose developments that are material in nature on regular basis.
- d. Disclose all events/information with respect to Subsidiaries which are material for the Company.

MODIFICATION OF THE POLICY

This Policy is framed based on the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified on September 2, 2015. In case of any subsequent amendments to the Regulations which makes any of the provisions in the Policy inconsistent, the provisions of the Regulations shall prevail. The Policy shall be reviewed by the Board and may be updated, from time to time by authorised persons. The updated version shall be issued and published as necessary, without any requirement for approval from the Board.

EFFECTIVE DATE:

The Policy shall be effective from March 5, 2016. As required under the provisions of the Listing Regulations this Policy is also available on the Company Website (www.balajitelefilms.com).

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ANNEXURE I

PART A: DISCLOSURES OF EVENTS OR INFORMATION: SPECIFIED SECURITIES

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation(30):

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

- a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
- b) any cancellation of dividend with reasons thereof;
- c) the decision on buyback of securities;
- d) the decision with respect to fund raising proposed to be undertaken
- e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
- f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
- g) short particulars of any other alterations of capital, including calls;
- h) financial results;

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- i) decision on voluntary delisting by the listed entity from stock exchange(s).
5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer , Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party /creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;

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ANNEXURE II

(SAME AS PARA B OF PART A OF SCHEDULE III OF LISTING REGULATIONS)

Events which shall be disclosed upon application of materiality thresholds as set out in the Policy:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
3. Capacity addition or product launch.
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire, etc.), force majeure or events such as strikes, lockouts, etc.
7. Effect(s) arising out of change in the regulatory framework applicable to the Company.
8. Litigation(s) / dispute(s) / regulatory action(s) with impact.
9. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
10. Fraud/defaults etc., by directors (other than key managerial personnel) or employees of the Company.
11. Options to purchase securities including any ESOP/ESPS Scheme.
12. Giving of guarantees or indemnity or becoming a surety for any third party.