

Balaji Telefilms Ltd.

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New Link Road, Andheri (West), Mumbai - 400 053.
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CIN No.: L99999MH1994PLC082802



April 25, 2025

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 NCLT Convened Meeting of Equity Shareholders of the Company held on April 25, 2025

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 NCLT Convened Meeting of Equity Shareholders of the Company, held today i.e. **Friday, April 25, 2025** through Video Conferencing/Other Audio-Visual Means. The Meeting commenced at 03:00 P.M. (IST) and concluded at 04:08 P.M. (IST) (including the Insta-poll).

The detailed result of the matter that was put to vote, as required under Regulation 44(3) of the Listing Regulations, will be submitted separately.

The above information is also available on the Company's website, www.balajitelefilms.com.

Kindly take the same on record.

Thanking You.

Yours truly,

For Balaji Telefilms Limited

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

**PROCEEDINGS OF THE NCLT CONVENED MEETING OF EQUITY SHAREHOLDERS
OF BALAJI TELEFILMS LIMITED**

1. Date, Time and Venue of the Meeting:

The Meeting was held on Friday, April 25, 2025 at 03.00 P.M. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

2. Brief details of items deliberated:

- Ms. Tannu Sharma, Company Secretary & Compliance Officer welcomed the shareholders and informed them that this meeting is convened pursuant to the directions of Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench in the matter of Scheme of Arrangement between ALT Digital Media Entertainment Limited, Marinating Films Private Limited with Balaji Telefilms Limited and their respective shareholders.
- Ms. Sharma also informed that shareholders that pursuant to the NCLT order, Mr. L.N Gupta has been appointed as the Chairman of the meeting.
- Ms. Sharma then requested Mr. L.N Gupta- Chairman of the Meeting to commence the proceedings by addressing the shareholders.
- Mr. L.N Gupta extended a warm welcome to the shareholders attending the NCLT Convened Meeting of the Company.
- The Chairman informed the shareholders that the Meeting has been convened as per the directions given by the Hon'ble NCLT and in accordance with the relevant circulars, guidelines and directions issued by the MCA & SEBI in the matter of Scheme of Arrangement between ALT Digital Media Entertainment Limited ('First Transferor Company'), Marinating Films Private Limited ('Second Transferor Company') with Balaji Telefilms Limited ('Transferee Company') and their respective shareholders.
- Upon confirmation by Company Secretary that the requisite quorum was present, the Chairman called the meeting to order.
- The Chairman informed the Members that the Notice convening this meeting along with Explanatory Statement and all the relevant annexures, as per applicable laws, was duly sent to the Members as per the directions of Hon'ble NCLT. Further, pursuant to the directions contained in Para 19(ii) of the Order passed by the Hon'ble NCLT, the Company had published the notice convening the meeting of Equity Shareholders through an advertisement in two newspapers viz. "Business Standard" in English and translation thereof in "Navshakti" in Marathi, both having circulation in Maharashtra, on March 25, 2025.
- The Chairman informed the Members that the Company had provided the facility of remote e-voting, which was kept open from Monday, April 21, 2025 (09:00 a.m.) till Thursday, April 24, 2025 (05:00 p.m.) in compliance with applicable laws and as per the directions of Hon'ble NCLT. Further, Members were informed that voting rights of shareholders are in proportion to the shares held by them as on the cut-off date, i.e., Friday, April 18, 2025. The Chairman also informed that the Members who have not cast the vote as of now may use the Instapoll facility, which will be available for 30 minutes after the closure of the meeting, to cast their votes.
- Ms. Tannu Sharma, Company Secretary, briefed the general instructions to the Members who had joined the meeting.

- At the request of Ms. Sharma, all the Directors present at the meeting introduced themselves one-by-one.
- The following Directors were present at the Meeting through Video Conference/ Other Audio-Visual Means from their respective locations:
 1. Mr. Jeetendra Kapoor, Chairman of the Company & Non-Executive Director (*Chairman of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee*);
 2. Mr. Ashutosh Khanna, Independent Director (*Chairman of the Audit Committee and Nomination and Remuneration Committee*);
 3. Mr. Avijit Mukerji, Independent Director;
 4. Mr. Arun Kumar Purwar, Independent Director

Mrs. Shobha Kapoor, Managing Director could not attend the meeting as she was not well. Further, Ms. Ekta Ravi Kapoor, Joint Managing Director; Ms. Jyoti Deshpande and Ms. Priyanka Chaudhary - Non-Executive Directors; Dr. Archana Hingorani and Mr. Rohit Jain, Independent Directors expressed their inability to attend today's Meeting due to other commitments.

Mr. Sanjay Dwivedi, Group Chief Executive Officer & Group Chief Financial Officer attended the meeting from Mumbai.

Further, Authorized Representatives of Statutory Auditors & Secretarial Auditors and Scrutinizer were also present at the Meeting through VC.

Further, Ms Sharma informed the Members that Mr. Ashwini Gupta, Company Secretary (COP-18163) was appointed as Scrutinizer by NCLT vide its order dated March 12, 2025 to scrutinize the e-voting process in a fair and transparent manner. Mr. Ashwini Gupta also attended the meeting through VC from Mumbai.

- The Members were 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.
- 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.
- Thereafter, Ms. Tannu Sharma requested the Chairman of the meeting to address the shareholders regarding the proposed Agenda to be transacted at the meeting.
- Mr. L.N. Gupta informed the Members that the resolution being taken up for consideration and approval of the Equity Shareholders at the meeting pertains to the Scheme of Arrangement under Sections 230 to 232 read with Section 52, Section 66 and other applicable provisions of the Companies Act, 2013 and rules and regulations framed thereunder, and also read with Section 2(1B) and other applicable provisions of the Income-tax Act, 1961 for reorganization of reserves and reduction of share capital of ALT Digital Media Entertainment Limited ('First Transferor Company'), amalgamation of First Transferor Company, Marinating Films Private Limited ('Second Transferor Company') with Balaji Telefilms Limited ('Transferee Company') and their respective shareholders and post-amalgamation, reorganization of reserves and adjustment of retained earnings of Transferee Company.

- The Chairman clarified that the First Transferor Company and Second Transferor Company are wholly owned subsidiaries of Balaji telefilms Limited and upon the Scheme becoming effective, neither any consideration will be paid, nor any shares shall be issued by the Balaji telefilms Limited to the shareholders of the First Transferor Company. The shareholding of all the shareholders, including the public shareholders shall remain unaffected upon coming into effect of the Scheme.
- After explaining brief details regarding the Scheme, the Chairman handed over the proceedings to Ms Sharma.
- Ms. Tannu Sharma informed that the Members that requisite documents have been made available for inspection.
- 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 Kfin Technologies Limited, Registrar & Share Transfer Agent. The results would also be uploaded on the website of the Company at www.balajitelefilms.com.
- The following item of business as set out in the Notice convening the Meeting of the Company was put for shareholders consideration and approval:

Item No. 1: To consider and approve the Scheme of Arrangement between ALT Digital Media Entertainment Limited (First Transferor Company), Marinating Films Private Limited (Second Transferor Company) and Balaji Telefilms Limited (Transferee Company) and their respective shareholders

- Thereafter, the Question and Answer session was carried out. All the queries as received from the Members of the Company were duly addressed by Mr. Sanjay Dwivedi, Group CEO and Group CFO.

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, and also as per the directions of Hon'ble NCLT, the Company had provided the facility of remote e-voting, which was kept open from Monday, April 21, 2025 (09:00 a.m.) till Thursday, April 24, 2025 (05:00 p.m.) Further, Instapoll evoting facility was also provided to the shareholders to cast votes electronically on the resolution which was set out in the Notice. The Members were informed that the Instapoll facility will be available for 30 minutes after the closure of the meeting.

4. Result of the Meeting:

After scrutiny of votes, the Scrutinizer submitted his Report. As per the report submitted by the Scrutinizer, considering the consolidated results of the remote e-voting and e-voting during the Meeting, resolution embodied in the Notice of the Meeting dated March 24, 2025, was passed with requisite majority.

The detailed voting results along with the Scrutinizer Report shall be submitted separately with the Stock Exchanges.

Note: This document does not constitute minutes of the proceedings of the NCLT convened meeting held on April 25, 2025.
