

# 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



**CERTIFIED TRUE COPY OF THE MINUTES OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2015-16 OF BALAJI TELEFILMS LIMITED HELD ON SATURDAY, MARCH 5, 2016 AT 11:30 A.M. AT "THE CLUB" 197, D.N. NAGAR, ANDHERI (WEST), MUMBAI - 400 053.**

## **A. PRESENT:**

Mr. Jeetendra Kapoor	-	Chairman
Mrs. Shobha Kapoor	-	Managing Director
Mr. Tusshar Kapoor	-	Promoter Director
Mr. Arun Kumar Purwar	-	Independent Director
Mr. Ashutosh Khanna	-	Independent Director
Mr. D. G. Rajan	-	Independent Director
Mr. D. K. Vasal	-	Independent Director
Mr. V. B. Dalal	-	Independent Director
Mr. Sameer Nair	-	Group CEO
Mr. Sanjay Dwivedi	-	Group CFO and
Mrs. Simmi Singh Bisht	-	Group Head Secretarial

## **B. INVITATION:**

Mr. K. C. Nivatia

## **C. Members / Proxies**

Members present in person: 47

Proxy: NIL

The meeting commenced at 11:30 AM (IST) and concluded at 12:00 PM (IST)

1. Mr. Jeetendra Kapoor, Chaired the Extraordinary General Meeting (EGM).
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman, called the meeting to order. He requested Mr. Sameer Nair & Mrs. Simmi Singh Bisht to readout the proceedings of the Meeting, on his behalf.
3. Mrs. Simmi Singh Bisht welcomed the Members and introduced the Directors, Group CEO and Group CFO present on the dais. She also informed the Members about absence of Ms. Ekta Kapoor and Mr. Pradeep. Sarda due to personal reasons.

*Simmi Singh Bisht*



4. With the permission of the Members present the Notice convening the EGM was taken as read.
5. Mrs. Simmi Singh Bisht briefed the shareholders on e-voting and ballot procedures.
6. At the request of the Chairman, Mr. Sameer Nair read the Chairman's Speech on behalf of the Chairman.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 2015, the e-voting facility was made available to the Members for three days from 11:30 a.m. on March 2, 2016 to 5:00 p.m. on March 4, 2016.

The Members were informed that it has been decided to conduct poll at the EGM, in accordance with Section 109 of the Act, in order to provide opportunity to the Members attending this Meeting but not cast their votes through e-voting process. The volunteers of the Company distributed the Ballot Papers to the members.

Mr. K.C. Nevatia, Practicing Company Secretary was appointed as Scrutinizer for e-voting and as well as for conducting poll process in a fair and transparent manner and to submit his report on the same.

Thereafter, the Chairman invited the Members to raise questions/queries, if any. With due permission of the Chairman, Mr. Sameer Nair, responded to the specific business/operation related queries of shareholders, Mr. Sanjay Dwivedi responded to the specific finance related queries of the shareholders and Mrs. Simmi Singh Bisht responded to the specific queries on secretarial matters. The Members were also informed about the typographical errors appearing in the pre and post shareholding pattern mentioned in the Notice of the Meeting and the same were ratified by the Members.

After all the queries were answered to the satisfaction of shareholders, the Chairman then ordered the Poll on the resolution set out in Item No. 1 of the Notice of the EGM and requested all the Members to cast their votes.

Upon request of the Chairman, Mr. K.C. Nevatia locked the open Ballot Box and took the same under his custody.

On the basis of the Report submitted by the Scrutinizer, Mr. K.C. Nevatia, the results of the voting on the said EGM of the Company held on March 5, 2016, are declared as below:

**SPECIAL BUSINESS**



The block contains a handwritten signature in blue ink, which appears to be 'Sameer Nair', followed by a circular blue stamp. The stamp contains the text 'GALATI FILMS LTD.' around the perimeter and 'MUMBAI' in the center, with a small star at the bottom.



**ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS**

**"RESOLVED THAT** pursuant to: (i) the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the "CA 2013"); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended ("ICDR Regulations"); (iii) any other rules / regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, stock exchanges and/or any other statutory / regulatory authority; (iv) the Listing Agreement entered into by the Company with the stock exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, issue, offer and allot 10,720,000 (Ten Million Seven Hundred Twenty Thousand) equity shares of the Company of the face value of Rs. 2 (Rupees Two) each ("Equity Shares") at a minimum price of Rs. 140 (Rupees One Hundred Forty) (including a premium of Rs. 138 (Rupees One Hundred Thirty Eight)) per Equity Share aggregating to Rs. 1500,800,000 (Rupees Fifteen Hundred Million and Eight Hundred Thousand) in accordance with ICDR Regulations.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be February 4, 2016, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on March 5, 2016 to approve this offer.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the CA 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private

*Signature*





placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank, Andheri Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, all the Directors of the Company and Mrs. Simmi Singh Bisht, Group Head Secretarial, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage / appoint lead managers, brokers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, and other consultants and advisors to the issue and to remunerate them by way of commission, brokerage, fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**The Resolution was carried by requisite majority.**

**CONCLUSION OF THE MEETING**



Since there was no other business to transact, the Chairman concluded the meeting and thanked all the Members present at the meeting for attending and participating in the meeting.

**DECLARATION OF VOTING RESULTS:**

The complete details along with the Consolidated Report on the e-voting and the poll conducted at the Meeting submitted by the Scrutinizer were declared by the Company on March 5, 2016 on the website of the Company and were communicated to the Stock Exchanges on the same day.

The Consolidated details of the Results both on the e-voting and the Poll conducted at the Meeting are enclosed as Annexure I to the Minutes.

**Entered on: March 9, 2016**

**Place: Mumbai**

**CHAIRMAN**

**(DIN: 00005345)**

**Signed on: March 9, 2016**

**For Balaji Telefilms limited**



**Simmi Singh Bisht**

**Group Head- Secretarial**



## Annexure I

	BALAJI TELEFILMS LIMITED
Date of the AGM/EGM	05-03-2016
Total number of shareholders on record date	17550
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	0
Public:	65
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Resolution 1							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	30835938	30835938	100.0000	30835938	0	100.0000	0.0000
	Poll	30835938	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	30835938	0	0.0000	00	0	0.0000	0.0000
	E-Voting	6073423	1571773	25.8795	1571773	0	100.0000	0.0000
Public- Institutions	Poll	6073423	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	6073423	0	0.0000	00	0	0.0000	0.0000
	E-Voting	28301082	697920	2.4661	697859	61	99.9912	0.0087
	Poll	28301082	1072	0.0038	1072	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	28301082	0	0.0000	00	0	0.0000	0.0000
	Total	65210443	33106703	50.7690	33106642	61	99.9998	0.0002



Signature