

**MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF  
BALAJI TELEFILMS LIMITED HELD ON MONDAY, JULY 29, 2013 AT  
4:00 P.M. AT "THE CLUB" 197, D.N. NAGAR, ANDHERI (WEST), MUMBAI  
- 400 053.**

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**A. PRESENT:**

Mr. Jeetendra Kapoor	Chairman & Member
Mrs. Shobha Kapoor	Managing Director & Member
Ms. Ekta Kapoor	Jt. Managing Director & Member
Mr. Tusshar Kapoor	Director & Member
Mr. Akshay Chudasama	Director
Mr. D. G. Rajan	Director, Chairman of Audit Committee & Member
Mr. Ashutosh Khanna	Director & Chairman of Remuneration Committee
Mr. Sanjay Dwivedi	Chief Financial Officer (CFO)
Mrs. Simmi Singh Bisht	Company Secretary (CS)

**B. BY INVITATION**

Mr. Ashish Jani	} Joint Statutory Auditor Representative - (M/s. Delloitte Haskins & Sells)
Mr. Snehal Shah	} Joint Statutory Auditor Representative - (M/s. Snehal & Associates)

**D. Members / Proxies**

Members present in person:	84
Proxies present:	4

The meeting commenced at 4:00 PM (IST) and concluded at 6:00 PM (IST)

1. Mr. Jeetendra Kapoor, Chaired the Annual General Meeting (AGM).
2. After ascertaining that the requisite quorum for the meeting was present, the Chairman, called the meeting to order.
3. The Chairman welcomed the members and introduced the directors, CFO and CS present on the dias. Furthermore, he apprised the members that

For BALAJI TELEFILMS LTD.  
  
Company Secretary

due to an urgent family commitment, Mr. Pradeep Sarada, Independent Director of the Company, could not attend this AGM and has conveyed his apologies for being unable to attend the meeting.

4. The Chairman informed the members that the Register of Directors' Shareholdings under Section 307 of the Companies Act, 1956, ("the Act") and the proxies and representations under Section 187 of the Act, validly registered with the Company, along with the Register in which they had been entered, will be kept open throughout the meeting for inspection by members.
5. With the permission of the members present the Notice convening the AGM was taken as read.
6. The Chairman briefed the members about the performance of the Company during the last financial year and also about the future plans of the Company.

#### **ORDINARY BUSINESS:**

##### **1. ADOPTION OF ACCOUNTS**

Moving the item 1 relating to adoption of the Profit and Loss Account & Cash Flow Statement for the year ended March 31, 2013 and the Balance Sheet as on that date, the Auditors' Report thereon and the Directors' Report, Chairman requested Mrs. Simmi Singh Bisht, Company Secretary, to read out the Auditors' Report. The Auditors' report was accordingly read out.

Chairman then invited queries, comments, and observations, if any, from the members.

Members were pleased with the colourful and informative annual report and were glad that they received annual report on time. A few members sought clarifications on certain items of the Accounts. A suggestion was made that the company might consider issuance of bonus shares and/or declaration of interim dividend.

Mr. Jeetendra Kapoor, the Chairman, noted the suggestions made by members and on his behest, Mr. Sanjay Dwivedi, the Chief Financial Officer and Mrs. Simmi Singh Bisht, the Company Secretary satisfactorily responded to the specific finance and secretarial matter related queries of the shareholders.

For BALAJI TELEFILMS LTD.

  
Company Secretary

Chairman then requested any one of the members to propose and another to second the relevant resolutions on the listed items of business.

Mr. Jehangir Rohinton Batiwala proposed and Mr. Bharat Shah seconded the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that the Profit and Loss Account & Cash Flow Statement for the year ended March 31, 2013 and the Balance Sheet as on that date together with schedules thereto and Auditors’ Report and Directors’ Report thereon be and are hereby approved and adopted.”

The Chairman then put the Resolution to vote and, on a show of hands, declared it carried unanimously.

## **2. DECLARATION OF THE DIVIDEND**

The Chairman informed the members that the Board of Directors of the Company has recommended a Final Dividend of Rs. 0.20 per equity share and a Special Additional Dividend of Rs. 0.20 per equity share for the year ended March 31, 2013.

Mr. Vinod Agarwal proposed and Mr. Yusuf Yunus Rangwala seconded the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that pursuant to the recommendations made by the Board of Directors of the Company, a Final Dividend of Rs. 0.20 per equity share and a Special Dividend of Rs. 0.20 per equity share, be and is hereby declared and be paid on the equity shares of Rs. 2 each of the Company for the year ended March 31, 2013, to those shareholders whose names would appear in the Register of Members as on July 29, 2013.”

The Resolution was put to vote and, on a show of hands, the Chairman declared it carried unanimously.

## **3. REAPPOINTMENT OF MR. ASHUTOSH KHANNA**

The Chairman informed the members that in terms of Articles of Association of the Company, Mr. Ashutosh Khanna, a Director of the Company, retires by rotation and being eligible, seeks re-election.

Mr. Hitesh Kuvelkar proposed and Mr. Rajesh Chainani seconded the following resolution as an **Ordinary Resolution**:

For BALAJI TELEFILMS LTD.



Company Secretary

**“RESOLVED** that Mr. Ashutosh Khanna, a Director of the Company, who retires by rotation at this meeting and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

The Resolution was put to vote and, on a show of hands, the Chairman declared it carried unanimously.

The Chairman, was deemed to be interested in the item being taken up next, therefore, he requested Mr. Akshay Chudasama to take over the Chair. Accordingly Mr. Akshay Chudasama took over the Chair.

#### **4. REAPPOINTMENT OF MR. TUSSHAR KAPOOR**

Mr. Akshay Chudasama informed the members that in terms of Articles of Association of the Company, Mr. Tusshar Kapoor, a Director of the Company, retires by rotation and being eligible, seeks re-election.

Mr. Kirti Shah proposed and Mr. Jiten R. Parikh seconded the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that Mr. Tusshar Kapoor, a Director of the Company, who retires by rotation at this meeting and, being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

The Resolution was put to vote and, on a show of hands, Mr. Akshay Chudasama declared it carried unanimously.

Mr. Akshay Chudasama requested Mr. Jeetendra Kapoor to resume the Chair. Mr. Jeetendra Kapoor resumed the Chair.

#### **5. REAPPOINTMENT OF JOINT AUDITORS**

The Chairman informed the members that the joint auditors M/s. Deloitte Haskins and Sells and M/s. Snehal & Associates, retire at this meeting and have confirmed their willingness to accept the office, if re-appointed.

Mrs. C.E. Mascurenhus proposed and Mr. Mahesh Makhija seconded the following resolution as an **Ordinary Resolution**:

**“RESOLVED** that pursuant to the provisions of Section 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Deloitte Haskins and Sells, Chartered Accountants, Mumbai (Firm Registration No:

For BALAJI TELEFILMS LTD.



Company Secretary

117366W) and M/s. Snehal & Associates, Chartered Accountants, Mumbai (Firm Registration No: 110314W), be appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company on a remuneration as may be decided by the Board of Directors in consultation with the Joint Statutory Auditors.

**RESOLVED FURTHER** that any one of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do such other acts, deeds and things as are necessary to give effect to the above resolution.”

The Resolution was put to vote and, on a show of hands, the Chairman declared it carried unanimously.

#### **CONCLUSION OF THE MEETING**

Since there was no other business the Chairman concluded the meeting and thanked all the members present at the meeting for attending and participating in the meeting and assured the members on behalf of the Board of Directors that Company would make all its efforts towards enhancing the shareholder value over a long period of time.

**Mumbai, August 26, 2013**

**CHAIRMAN**

For BALAJI TELEFILMS LTD.

  
Company Secretary