

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 • Email- investor@balajitelefilms.com
CIN No.: L99999MH1994PLC082802



April 08, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Stock Code: 532382

National Stock Exchange of India Ltd.

“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051
Stock Code: BALAJITELE

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

In continuation of our letter dated April 6, 2024, and 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 Postal Ballot Notice along with the Explanatory Statement ("Notice"), for seeking approval of Members of the Company by way of remote e-voting, to transact the following business:

Item No.	Particulars
1.	Appointment of Mr. Ashutosh Khanna (DIN: 03153990) as Non-Executive Independent Director of the Company

The Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with KFin Technologies Limited, the Registrar and Transfer Agent of the Company/Depositories/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, March 29, 2024** ("Cut-off date").

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, for providing remote e-voting facility to the Members. The Remote E-voting period shall commence on **Tuesday, April 09, 2024 at 9.00 a.m. (IST)** and ends on **Wednesday, May 08, 2024 at 05.00 p.m. (IST)**. The results of the remote e-voting will be announced on or before **Friday, May 10, 2024**. On receipt of requisite votes, the resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Wednesday, May 08, 2024**.

The notice of Postal Ballot is being made available on the website of the Company i.e. www.balajitelefilms.com

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For Balaji Telefilms Limited

**Tannu
Sharma**

Digitally signed by Tannu Sharma
DN: cn=Tannu Sharma, o=Balaji Telefilms Limited, email=tannu@balajitelefilms.com, c=IN, postalCode=110016
c=IN, postalCode=110016, postalCode=110016
serialNumber=1, email=tannu@balajitelefilms.com, cn=Tannu Sharma
Date: 2024.04.08 16:05:02 +05'30'

Tannu Sharma
Company Secretary and Compliance Officer
Membership No. ACS 30622

Encl.: As above



Balaji Telefilms Limited

CIN: L99999MH1994PLC082802

Registered Office: C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries, New Link Road, Andheri (West), Mumbai - 400053, Maharashtra. **Tel:** +91-22-40698000, **Fax:** +91-22-40698181

Website: www.balajitelefilms.com, **Email:** investor@balajitelefilms.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice be and is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and other Circulars issued by SEBI, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations, the Special Resolution being set out below is recommended by the Board and Management for consideration and approval by the Members of the Company through Postal Ballot only by way of Remote E-voting process (“**E-voting**”). The Explanatory Statement pursuant to Section 102(1), Section 110 and other applicable provisions of the Act read with the rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice (“**Postal Ballot Notice**”) is annexed hereto.

Pursuant to Rule 22 (5) of the Rules, the Board of Directors of the Company have appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of AVS & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process through E-voting in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the E-voting process. Accordingly, the Company is pleased to offer E-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions mentioned in Note 15 under the section “**Instructions for Members for e-voting**” in this Postal Ballot Notice to cast their vote electronically. The remote e-voting period commences on **Tuesday, April 09, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, May 08, 2024 at 05.00 P.M. (IST)**.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the E-voting. The results shall be declared on or before **Friday, May 10, 2024** and communicated to BSE Limited (“**BSE**”), National Stock Exchange of India Limited (“**NSE**”) and National Securities Depository Limited (“**NSDL**”)

and Central Depository Services (India) Limited (“CDSL”) (together the “Depositories”), KFin Technologies Limited (“Kfintech” or “Registrar and Share Transfer Agent”) and will also be displayed on the Company's website www.balajitelefilms.com.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. ASHUTOSH KHANNA (DIN: 03153990) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable Rules framed thereunder [including any statutory modification(s), amendment(s) or re- enactment(s) thereof, for the time being in force], applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time (“**SEBI Listing Regulations**”), the Articles of Association of the Company, and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ashutosh Khanna (DIN: 03153990), who was appointed as an Additional Director by the Board of Directors with effect from February 09, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years from February 09, 2024 till February 08, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Shobha Kapoor – Managing Director, Mr. Sanjay Dwivedi, Group COO & Group CFO and Ms. Tannu Sharma, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things, as they may in their absolute discretion deem necessary, and to settle all such questions or difficulties whatsoever which may arise and take all such steps as may be necessary in order to give effect to the aforementioned resolution, including filing of necessary forms with Registrar of Companies.

RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned.”

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053.
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

**By order of the Board of Directors
For Balaji Telefilms Limited**

**Sd/-
Tannu Sharma
Company Secretary
Membership No.: ACS30622**

Place: Mumbai

Date: April 06, 2024

Notes:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. In accordance with the MCA circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on **Friday, March 29, 2024 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company/Depositories/Depositories Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under **Note No. 15**.
3. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Forms and Pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through E-voting mode only.
4. The Company has appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of AVS & Associates, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
5. Pursuant to Section 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circular of SEBI on E-voting Facility provided by Listed Entities, Secretarial Standards-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company as the agency to provide E-voting facility. The instructions for E-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.balajitelefilms.com, websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Ltd. at www.kfintech.com.
7. All the material documents referred in the Explanatory Statement, shall be available for inspection. Members who wish to inspect such documents are requested to send an email to investor@balajitelefilms.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, March 29, 2024**, being the cut-off date fixed for the purpose.
9. The Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Cut-off Date i.e. Friday, March 29, 2024** are entitled to vote and convey their assent or dissent on the Resolution set forth in this Notice only through E-voting process. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
10. The voting period will commence from **Tuesday, April 09, 2024 at 09:00 A.M. (IST)** and ends on **Wednesday, May 08, 2024 at 05:00 P.M. (IST)**. The E-voting module shall thereafter be disabled.

11. The Scrutinizer will submit his report to the Chairman or such person as may be authorized by the Chairman after completion of the scrutiny and the results of the e-voting by postal ballot will be announced on or before **Friday, May 10, 2024**.
12. The declared results along with the report of the scrutinizer shall be submitted to the BSE and NSE and shall be uploaded on the website of the Company www.balajitelefilms.com, website of KFin Technologies Ltd. at www.evoting.kfintech.com
13. On receipt of requisite votes, the resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. **Wednesday, May 08, 2024**.

14. Important Communication / Awareness Material for Shareholders:

- (a) SEBI encourages all shareholders to consider the inherent advantages of dematerialization and get existing physical shareholding converted into demat mode. Further, SEBI has also mandated that transfer and investor service requests including transmission, transposition etc., cannot be processed unless the securities are held in dematerialized form. Therefore, shareholders holding shares in physical form are requested to dematerialize their shareholding in their existing demat account, or by opening a new demat account with any Depository Participant (DP) at the earliest.
- (b) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by submission of duly filled and signed ISR 1 form along with self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.

Form ISR 1 along with other details is also available at: <https://www.balajitelefilms.com/pdf/Important%20Information%20for%20Physical%20Shareholders-for%20website.pdf>.

- (c) SEBI vide its circular dated July 31, 2023, has introduced a common Online Dispute Resolution Portal (“ODR Portal”), which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The ODR Portal allows investors with additional mechanism to resolve their grievances, in case they are not satisfied with the resolution provided by the Company/RTA and/or through SCORES Platform of SEBI. Web-link to access the said portal is <https://smartodr.in/login>.

15. The instructions for Members for e-voting are as under:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by Registrar and Transfer Agents of the Company viz., KFin Technologies Limited (Kfintech), on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.

Pursuant to SEBI Master Circular, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-Voting facility.

a) **Method of Login individual shareholders holding the securities in demat mode directly from the website of depositories:**

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period. <p>B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.
Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. KFinTech. Click on KFinTech e-voting service provider to cast your vote.

Shareholders	Login Method
	<p>B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider and you will be redirected to e-voting website for casting your vote during the remote e-voting period.

Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

For technical Assistance:

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone numbers provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in	Email: helpdesk.evoting@cdslindia.com
Toll free numbers: 1800 1020 990 /1800 224 430	Phone No: 1800 22 55 33

b) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the relevant rules, the Company is pleased to provide E-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing E-voting facility to all its members. The details of the process and manner for E-voting are given below:

1. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.

- ii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. '**BALAJI TELEFILMS EVEN No. 7949**'.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who is/are authorized to vote, to the Scrutinizer through e-mail vijay.yadav@avsassociates.co.in and may also upload the same in the E-voting module in their login. The scanned image of the above documents should be in the naming format '**BALAJI TELEFILMS EVEN No. 7949**'.
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,
Opp. Laxmi Industries, New Link Road,
Andheri (West), Mumbai - 400 053.
CIN: L99999MH1994PLC082802
Email: investor@balajitelefilms.com
Website: www.balajitelefilms.com

**By order of the Board of Directors
For Balaji Telefilms Limited**

**Sd/-
Tannu Sharma
Company Secretary
Membership No.: ACS30622**

Place: Mumbai

Date: April 06, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") relating to business mentioned under the Item no. 1 of the accompanying Notice is as below.

Item No. 1:

The Board of Directors of the Company ("**the Board**") at their meeting held on February 09, 2024 based on the recommendation made by the Nomination and Remuneration Committee ("**NRC**") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("**the Act**"), appointed Mr. Ashutosh Khanna as Additional (Non- Executive Independent) Director of the Company for a term of five (5) years with effect from February 09, 2024 to February 08, 2029 (both days inclusive), subject to the approval of the Members by way of Special Resolution.

In terms of Regulation 17(1)(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), approval of the Members is required to be obtained for appointment of Director at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought for the appointment of Mr. Ashutosh Khanna through Item No. 1 as set out in this Notice.

The Company has also received notice in writing in terms of Section 160(1) of the Companies Act, 2013, proposing Mr. Khanna's candidature as Independent Director of the Company.

Mr. Ashutosh Khanna has inter-alia furnished the consent to act as a Director, confirmation that he is not disqualified from being appointed as a Director, declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and SEBI Listing Regulations and confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their respective ability to discharge the duties as Independent Director.

The Company has also received the confirmation from Mr. Khanna that he is not debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority.

In the opinion of the NRC and the Board, Mr. Khanna fulfils the conditions for independence specified in the Companies Act, 2013 read with the Rules made thereunder, SEBI Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company, and is independent of the Management. Further, in the opinion of the NRC and Board, Mr. Khanna possess requisite skills, experience, knowledge and capabilities identified by the NRC and the Board as required for the role of an Independent Director of the Company. His extensive experience and expertise in steering global leadership advisory firms, professional competence, deep knowledge and expertise in Business strategy, Human Resource and governance and his standing in the corporate world will be of great value for the Company and accordingly, the Board recommends his appointment as Independent Director of the Company for a term of five consecutive years.

Mr. Khanna shall be entitled to receive remuneration by way of fee for attending meetings of the Board or Committee(s) thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Khanna as Independent Director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to May 08, 2024, and is also available on our website at https://www.balajitelefilms.com/pdf/Independent%20Director_Letter%20of%20Appointment.pdf

The profile and specific areas of expertise of Mr. Khanna and other relevant information as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are appearing hereunder:

	Mr. Ashutosh Khanna
DIN	03153990
Age	57 Years
Qualification	<ul style="list-style-type: none"> • Master's degree in Management Studies, Bombay University • Bachelor of Science Degree, Delhi University
Brief Resume	<p>Mr. Ashutosh Khanna is a partner in Heidrick & Struggles' at New Delhi and leads the Consumer Markets Practice in South Asia. With more than 15 years of executive search experience. Mr. Khanna works closely with C-suite clients to find talent solutions that address increasingly complex business challenges.</p> <p>Starting with FMCG and then marketing services, Mr. Khanna's involvement has largely been within the consumer sector. His body of work includes board advisory and executive search for CEO and functional leaders. He leverages the deep relationships he formed within the marketing and advertising sectors to work with clients on senior-level searches in the consumer goods, retail, marketing services, travel and hospitality sectors as well as digital native companies. In addition to executive search and advisory work, he finds satisfaction in building employer branding for start-ups with local and regional business locations.</p> <p>Prior to Heidrick & Struggles, Mr. Khanna was associated with another global executive search firm for 15 years. Before that, he was COO, India at Grey Worldwide, and with Bayer, Lowe Lintas, and WPP in several P&L roles.</p> <p>Awards and Recognition: Top 20 Most Influential Advertising Professionals, Economic Times, 2006.</p>
Expertise in specific functional area	Advertising and Consulting
Experience	35+ years of experience
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel.

	Mr. Ashutosh Khanna
Terms & Conditions of appointment and details of remuneration sought to be paid	As per the Resolution at Item No. 1 of the Notice read with Explanatory Statement thereto.
Remuneration last drawn (Including sitting fees, if any)	NIL
Remuneration proposed to be paid	As per the Resolution at Item No. 1 of the Notice read with Explanatory Statement thereto. The Nomination and Remuneration Policy of the Company can be accessed at: https://www.balajitelefilms.com/nominationremuneration-policy.php
Date of first appointment on the Board	February 09, 2024
Shareholding in the Company	NIL
No. of Meetings of the Board attended during the financial year 2023-24 (till date of this Notice)	NIL
Listed entities wherein directorship held as on date of this Notice	Balaji Telefilms Limited
Directorships held in other Companies with details of listed entities from which the person has resigned in the past three years as on date of this Notice	NIL
Membership/ Chairpersonship of Committees of other Companies as on the date of this Notice	Balaji Telefilms Limited: <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination & Remuneration Committee (Chairman) • Stakeholders' Relationship Committee (Member) • Corporate Social Responsibility Committee (Member) • Risk Management Committee (Member)

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Khanna as Independent Director of the Company, by way of Special Resolution as set out above.

None of the Director, Key Managerial Personnel or their relatives except Mr. Ashutosh Khanna to whom the resolution related, the extent of his appointment, is interested in or concerned with the resolution.

The Board recommends the Resolution as set out in the Item No. 1 of the accompanying Notice for the approval by the Members of the Company by way of Special Resolution.

Regd. Office:

C-13, Balaji House, Dalia Industrial Estate,

Opp. Laxmi Industries, New Link Road,

Andheri (West), Mumbai - 400 053.

CIN: L99999MH1994PLC082802

Email: investor@balajitelefilms.com

Website: www.balajitelefilms.com

**By order of the Board of Directors
For Balaji Telefilms Limited**

Sd/-

Tannu Sharma

Company Secretary

Membership No.: ACS30622

Place: Mumbai

Date: April 06, 2024